

Division of Corporations

Page 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H10000129022 3)))



H100001290223ABCR

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 JUN -3 AM 9:32

FILED

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : WHITE & CASE
Account Number : 075410002143
Phone : (305) 371-2700
Fax Number : (305) 358-5744

MERGER WITH
NAME
CHANGE

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: whiteandcase@att.net

D. BRUCE

JUN 4 2010

EXAMINER

MERGER OR SHARE EXCHANGE
CC Duval Holdings, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$83.75 105.00

ATTN: mbrw

1548031-0002

Electronic Filing Menu

Corporate Filing Menu

Help

ARTICLES OF MERGER
OF
CC FOXCROFT HOLDINGS, LLC
CC DUVAL HOLDINGS, LLC.
WITH AND INTO
CC BP I, LLC

Pursuant to the provisions of Section 608.4382 et seq. of the Florida Statutes, the undersigned hereby certify that:

FIRST: The name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

CC FOXCROFT HOLDINGS, LLC 1560 S. Dixie Highway, Ste 205 Coral Gables FL 33146 Florida Doc No. L09000058233	Florida	Limited Liability Company
--	---------	---------------------------

CC DUVAL HOLDINGS, LLC 1560 S. Dixie Highway, Ste 205 Coral Gables FL 33146 Florida Doc No. L09000116575	Florida	Limited Liability Company
---	---------	---------------------------

CC BP I, LLC 135 San Lorenzo Avenue, Suite 750 Coral Gables, FL 33146 Florida Doc No. L10000057703	Florida	Limited Liability Company
---	---------	---------------------------

SECOND: The name, street address, jurisdiction and entity type of the surviving entity is:

CC DUVAL HOLDINGS, LLC 135 San Lorenzo Avenue, Suite 750 Coral Gables, FL 33146 Florida Doc No. L09000116575	Florida	Limited Liability Company
---	---------	---------------------------

THIRD: The attached Plan of Merger was approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The survivor's name shall be changed to CC BP I, LLC.

FIFTH: The Merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

* * *

FILED
10 JUN -3 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the each of the parties hereto by their respective authorized representatives as of June 1, 2010.

CC FOXCROFT HOLDINGS, LLC

By: K. Lawrence Gragg
K. Lawrence Gragg, Authorized
Representative

CC DUVAL HOLDINGS, LLC.

By: K. Lawrence Gragg
K. Lawrence Gragg, Authorized
Representative

CC BP I, LLC

By: K. Lawrence Gragg
K. Lawrence Gragg, Authorized
Representative

FILED
10 JUN -3 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of June 1, 2010 (the "Agreement"), by and among CC DUVAL HOLDINGS, LLC, a Florida limited liability company (the "Company" or "Surviving Company"), and CC FOXCROFT HOLDINGS, LLC, and CC BP I, LLC, each a Florida limited liability company (together, the "Merging LLCs"),

AGREEMENT

WHEREAS, the Company and each of the Merging LLCs deem it in its best interest to merge the Merging LLCs with and into the Company (the "Merger");

In consideration of the mutual covenants set forth in this Agreement and Plan of Merger, the parties agree as follows:

1. On the Effective Date (as defined in paragraph 6 below), in accordance with the provisions of this Agreement and Plan of Merger and the provisions of the Florida Limited Liability Company Act, the Merging LLCs shall be merged with and into the Company, which shall be the Surviving Company, and the separate existence of the Merging LLCs shall cease. The Company, as the Surviving Company, shall possess and retain every interest in all assets and properties of every description and wherever located of Merging LLCs. The rights, privileges, immunities, powers, franchises and authority, public as well as private, of the Merging LLCs shall be vested in the Surviving Company without any further action required on the part of either the Merging LLCs or the Company. All obligations due to the Merging LLCs shall be vested in the Surviving Company without any further action required on the part of either Merging LLCs or the Company. The Surviving Company shall be liable for all of the obligations of Merging LLCs existing as of the Effective Date.

2. On the Effective Date, by virtue of the Merger, the name of the Company shall be changed to CC BP I, LLC.

3. The Articles of Organization of the Company as in effect on the Effective Date shall remain in effect and be the Articles of Organization of the Surviving Company.

4. The Operating Agreement of the Company as in effect on the Effective Date shall remain in effect and be the Operating Agreement of the Surviving Company.

5. On the Effective Date, by virtue of the Merger and without any further act, all membership interests in the Merging LLCs shall be cancelled and the membership interests in the Company shall be owned as follows:

Codina BP I Holdings, LLC (f/k/a)	
Codina Yellow Bluff, LLC	63 1/3%
Jeremika, LLC	3 1/4%

FILED
 10 JUN - 3 AM 9:32
 CLERK OF STATE
 TALLAHASSEE, FLORIDA

6. The Merger shall become effective on the day that the Articles of Merger has been filed with the Secretary of State of Florida (the "Effective Date").

7. An authorized representative of the Merging LLCs and the Surviving Company, respectively, are duly authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the Merger.

8. All company acts, plans, policies, approvals and authorizations of the Company's members and managers and their officers and agents, which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Company and shall be as effective and binding thereon as the same were with respect thereto..

[Remainder of Page Intentionally Left Blank]

FILED
10 JUN -3 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this Agreement and Plan of Merger have been executed on behalf of the each of the parties hereto by their respective authorized representatives as of June 1, 2010.

CC FOXCROFT HOLDINGS, LLC

By: K. Lawrence Gragg
K. Lawrence Gragg, Authorized
Representative

CC DUVAL HOLDINGS, LLC.

By: K. Lawrence Gragg
K. Lawrence Gragg, Authorized
Representative

CC BP I, LLC

By: K. Lawrence Gragg
K. Lawrence Gragg, Authorized
Representative

FILED
10 JUN -3 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA