

393007

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TALLAHASSEE, FLORIDA

M. Thomas MAY 15 2008

**PORGES, HAMLIN, KNOWLES,
PROUTY, THOMPSON & NAJMY, P.A.**

ATTORNEYS AT LAW

MARYANN O. BOEHM+++
MARK F. DAHLE, LL.M.-T
JASON M. DEPAOLA
CURTIS D. HAMLIN*
JAMES A. HARRISON
MARY R. HAWK+
TIMOTHY A. KNOWLES
SCOTT A. LAPORTA
JOSEPH L. NAJMY**
GREGORY J. PORGES++
MICHAEL J. PROHIDNEY
STEVEN W. PROUTY
MICHAEL J. SMITH, LL.M.-T
STEPHEN W. THOMPSON
JESSE M. TILDEN
RICHARD A. WELLER
OF COUNSEL:
HARRY W. HASKINS+++
SHELLY A. GALLAGHER

BRADENTON
1205 MANATEE
AVENUE WEST
BRADENTON, FL 34206
TEL: (941) 748-3770
FAX: (941) 748-4160

LAKEWOOD RANCH
6320 VENTURE DRIVE
SUITE 104
BRADENTON, FL 34202
TEL: (941) 907-3216
FAX: (941) 907-3947

SARASOTA
3400 SOUTH TAMiami TRAIL
SUITE 201
SARASOTA, FL 34239
TEL: (941) 366-1388
FAX: (941) 953-4284

* BOARD CERTIFIED REAL ESTATE LAWYER
** ALSO CERTIFIED PUBLIC ACCOUNTANT
*** BOARD CERTIFIED IN CIVIL AND BUSINESS LAW
ALSO ADMITTED IN IOWA
+ ALSO ADMITTED IN GEORGIA
++ ALSO ADMITTED IN NEW YORK
+++ ALSO ADMITTED IN TEXAS
LL.M.-T MASTERS IN TAXATION

May 13, 2008
(Overnight FedEx Delivery)

REPLY TO:

Bradenton

Florida Secretary of State
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Twin Dolphin Enterprises, L.C. Ref. #L97000000502 and
Don Miller Development Corporation Ref. #393007
OFN: 5068-14

Dear Sir/Madam:

Enclosed please find the following in reference to the above named entities:

- Original Articles of Merger / Certificate of Merger of Twin Dolphin Enterprises, L.C., a Florida limited liability company into/with Don Miller Development Corporation, a Florida corporation; and
- Our firm's Operating Account Check # 83427, in the amount of \$60.00 (filing fee).

Should you have any questions or need any additional information from our office, please give me a call.

Very truly yours,



Timothy A. Knowles
Firm Principal
E-mail: TAK@phkplaw.com

TAK:dsb
Enclosures: as stated

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TALLAHASSEE, FLORIDA

FAX AUDIT NO.:

ARTICLES OF MERGER / CERTIFICATE OF MERGER
OF
TWIN DOLPHIN ENTERPRISES, L.C., a Florida limited liability company,
into/with
DON MILLER DEVELOPMENT CORPORATION, a Florida corporation

ARTICLES OF MERGER / CERTIFICATE OF MERGER between Twin Dolphin Enterprises, L.C., a Florida limited liability company ("TDE") (Document No. L97000000502) and Don Miller Development Corporation, a Florida corporation ("DMD") (Document No 393007).

Under §607.1109 of the Florida Business Corporation Act and §608.4382 of the Florida Limited Liability Company Act, TDE and DMD adopt the following Articles of Merger / Certificate of Merger (the "Merger").

1. The plan of merger (the "Plan of Merger") is attached as Exhibit A and incorporated by reference as if fully set forth.
2. The Merger and Plan of Merger, between TDE and DMD were approved and adopted by TDE and the sole member of TDE on May 12th, 2008 in accordance with the applicable provisions of the Florida Limited Liability Company Act and were adopted by DMD on May 12th, 2008 in accordance with the applicable provisions of the Florida Business Corporation Act.
3. Under §608.4382(1)(f) of the Florida Limited Liability Company Act and §607.1109(1)(f) of the Florida Business Corporation Act, the effective date and time of the Merger and Plan of Merger shall be on the filing of these Articles of Merger/Certificate of Merger with the Secretary of State of the State of Florida.
4. Under the Plan of Merger, all issued and outstanding membership interests of TDE will be acquired by means of a merger of TDE into DMD with DMD being the surviving corporation.

PREPARED BY:
Timothy A. Knowles, Esq.
Bar #0348181
Porges, Hamlin, Knowles, Prouty,
Thompson & Najmy, P.A.
1205 Manatee Avenue West
Bradenton, Florida 34205
(941) 748-3770

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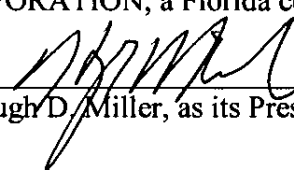
IN WITNESS WHEREOF, the parties have set their hands hereto as of the 12th day of May, 2008.

TWIN DOLPHIN ENTERPRISES, L.C., a
Florida limited liability company

By: DON MILLER DEVELOPMENT
CORPORATION, a Florida corporation, as
the managing member of TWIN DOLPHIN
ENTERPRISES, L.C.

By: 
Hugh D. Miller, as its President

DON MILLER DEVELOPMENT
CORPORATION, a Florida corporation

By: 
Hugh D. Miller, as its President

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Timothy A. Knowles, Esq.
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Bradenton, Florida 34205
(941) 748-3770

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EXHIBIT A

PLAN OF MERGER

This merger (the "Merger") is between Don Miller Development Corporation, a Florida corporation (the "Surviving Entity") and Twin Dolphin Enterprises, L.C., a Florida limited liability company, (the "Disappearing Entity") (collectively the "Constituent Entities"). This Merger is being effected under this Plan of Merger (the "Plan") in accordance with §607.1108 *et seq.* of the Florida Business Corporation Act and §608.438 *et seq.* of the Florida Limited Liability Company Act.

1. Articles of Incorporation. The Articles of Incorporation of Surviving Entity, as previously amended and in effect immediately before the effective date of the Merger (the "Effective Date"), shall, without any changes, be the Articles of Incorporation of the Surviving Entity from and after the Effective Date until further amended as permitted by law.
2. No Distribution to Shareholders and Members of the Constituent Entities. On the Effective Date, considering that Surviving Entity is the sole member of Disappearing Entity, Disappearing Entity's membership interests held by Surviving Entity shall without more be dissolved in accordance with this Plan, as there will be no change in the beneficial ownership of the underlying assets owned by the Disappearing Entity. Each share of Surviving Entity's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Entity's stock.
3. Effect on Merger. On the Effective Date, the separate existence of Disappearing Entity shall cease, and Surviving Entity shall be fully vested in Disappearing Entity's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.11101 of the Florida Business Corporation Act and §608.4383 of the Florida Limited Liability Company Act.
4. Supplemental Action. If at any time after the Effective Date, Surviving Entity shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Entity or Disappearing Entity, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Entity, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Entity, or to otherwise carry out the provisions of this Plan.
5. Filing with the Florida Secretary of State and Effective Date. Upon the adoption of this Plan, Disappearing Entity and Surviving Entity shall cause their respective

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TALLAHASSEE, FLORIDA

authorized officers to execute Articles of Merger / Certificate of Merger in the form attached to this Agreement and, on such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger / Certificate of Merger as if fully set forth in such Articles of Merger / Certificate of Merger and shall become an exhibit to such Articles of Merger / Certificate of Merger. Thereafter such Articles of Merger / Certificate of Merger shall be delivered for filing by Surviving Entity to the Florida Secretary of State. In accordance with §607.1109(1)(f) of the Florida Business Corporation Act and §608.4382(1)(f) of the Florida Limited Liability Company Act., the Articles of Merger / Certificate of Merger shall specify the "Effective Date," which shall be the filing date of the Articles of Merger / Certificate of Merger.

6. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Entities which is, or the shareholders or members of which are, entitled to the benefit thereof by action taken by the Board of Directors or Managing Member of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders or members of the Constituent Entities by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with the Florida Business Corporation Act and the Florida Limited Liability Company Act, respectively.

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