

A99000001438

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.

(((H15000119128 3)))



H150001191283ABC

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

To: Division of Corporations
Fax Number : (950) 617-6380

From: Account Name : BROAD AND CASSEL (BOCA RATON)
Account Number : 076376001555
Phone : (561) 483-7000
Fax Number : (561) 483-7321

RECEIVED

15 MAY 15 PM 3:36

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

Email Address: dguillard@sffrealty.com

15 MAY 15 AM 8:55

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
Fern Development, Ltd.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 05 |
| Estimated Charge | \$77.50 |

C.L.
5-18-15

MAY. 15. 2015 • 2:41PM

NO. 8564 P. 2
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

15 MAY 15 AM 8:55

Fax Audit Number: H15000119128 3

**CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED PARTNERSHIP**

Pursuant to the provisions of Chapters 605 and 620, Florida Statutes, the following Certificate of Merger is submitted to merge Fig Development, LLC, a Florida limited liability company (the "Disappearing Entity"), with and into Fern Development, Ltd., a Florida limited partnership (the "Surviving Entity"), as follows:

1. **Plan of Merger.** Attached as Exhibit A is a copy of the plan of merger (the "Plan of Merger"), dated as of May 14, 2015, between the Surviving Entity and the Disappearing Entity, setting forth the plan of merger whereby the Disappearing Entity will merge with and into the Surviving Entity.

2. **Adoption of Plan of Merger.** The Plan of Merger was approved and adopted by the sole general partner and all of the limited partners of the Surviving Entity by written consent dated as of May 14, 2015, and approved and adopted by all of the members and the manager of the Disappearing Entity by written consent dated as of May 14, 2015. The Plan of Merger has been approved in accordance with the applicable provisions of Chapters 605 and 620, Florida Statutes.

3. **Effective Time.** The merger of the Disappearing Entity with and into the Surviving Entity in accordance with the Plan of Merger is to become effective as of the filing of this Certificate of Merger.

4. **Certificate of Limited Partnership.** The Certificate of Limited Partnership of the Surviving Entity, as now in force and effect, shall remain in force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Statutes.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of May 14, 2015.

SURVIVING ENTITY:

499000001438

FERN DEVELOPMENT, LTD.,
a Florida limited partnership

By: Fern Development Corp.,
a Florida corporation, its general partner.

By: Robert J. Schmier
Robert J. Schmier, President

DISAPPEARING ENTITY:

FIG DEVELOPMENT, LLC,
a Florida limited liability company

By: Fig Manager Corp.,
a Florida corporation, its manager

By: Robert J. Schmier
Robert J. Schmier, President

Fax Audit Number: H15000119128 3

4837-6409-4321-4
05307/0148

L05000098851

MAY. 15. 2015. 2:41PM

NO. 8564 P. 3
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Fax Audit Number: H15000119128 3

15 MAY 15 AM 8:55

EXHIBIT A
PLAN OF MERGER

See attached.

Fax Audit No. H15000119128 3

MAY. 15. 2015 • 2:42PM

NO. 8564 P. 4
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Fax Audit Number: H15000119128 3

15 MAY 15 AM 8:55

PLAN OF MERGER

This Plan of Merger (the "Plan") dated as of May 14, 2015, is by and between Fig Development, LLC, a Florida limited liability company (the "Disappearing Entity"), and Fern Development, Ltd., a Florida limited partnership (the "Surviving Entity").

BACKGROUND

WHEREAS, all of the members and the manager of the Disappearing Entity, and the sole general partner and all of the limited partners of the Surviving Entity, have determined that the transactions described herein are in the best interests of the parties and have approved the transactions described herein.

NOW, THEREFORE, in consideration of the premises and the mutual representations, warranties and covenants herein contained, the parties agree as follows:

PLAN OF MERGER

1. Upon the terms and subject to the conditions set forth in this Plan, and in accordance with the applicable provisions of Florida law, at the Effective Time (as defined below), the Disappearing Entity shall be merged with and into the Surviving Entity. As a result of the Merger, the separate existence of the Disappearing Entity shall thereupon cease and the Surviving Entity shall continue as the surviving entity of the Merger. The Disappearing Entity and the Surviving Entity are referred to collectively as the "Constituent Entities".
2. The Merger shall become effective as of the effective date and time provided for in the Articles of Merger (the "Effective Time").
3. The Certificate of Limited Partnership of the Surviving Entity as in effect at the effective time of the Merger shall be the Certificate of Limited Partnership of the Surviving Entity after the Effective Time. A new Agreement of Limited Partnership of the Surviving Entity is being executed in connection with the Merger.
4. The Surviving Entity shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.
5. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed, and the Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Time.

Fax Audit Number: H15000119128 3

4837-4468-4322.4
053070148

MAY. 15. 2015 - 2:42PM

NO. 8564 P. 5
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Fax Audit Number: H15000119128 3

15 MAY 15 AM 8:55

6. At the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Entities, all of the membership interests in the Disappearing Entity shall be cancelled, and all of the members of the Disappearing Entity and all of the partners of the Surviving Entity shall have percentage interests in the Surviving Entity as set forth in the new Agreement of Limited Partnership of the Surviving Entity.

IN WITNESS WHEREOF, the parties hereto have duly executed this Plan as of the day and year first above written.

SURVIVING ENTITY:

FERN DEVELOPMENT, LTD.,
a Florida limited partnership

By: Fern Development Corp.,
a Florida corporation, its general partner

By: 
Robert J. Schmier, President

DISAPPEARING ENTITY:

FIG DEVELOPMENT, LLC,
a Florida limited liability company

By: Fig Manager Corp.,
a Florida corporation, its manager

By: 
Robert J. Schmier, President

Fax Audit Number: H15000119128 3
4827-6451-4322.4
055070148