

J52757

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

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MAIL

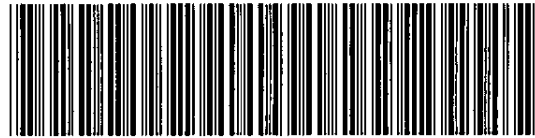
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04/23/15--01001--016 **60.00

04/28/15--01007--008 **10.00

FILED
APR 24 AM 11:00
ALABAMA SECRETARY OF REVENUE

merger
04/28/15

DC

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

BYBLOS CLERMONT, LLC

Signature _____

Requested by: BA

4/22

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
✓ _____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
✓ _____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 23, 2015

CAPITAL CONNECTION, INC.

SUBJECT: BYBLOS DEVELOPMENT, INC.
Ref. Number: J52757

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
15 APR 24 AM 11:23
NOT REPLIED
TO ADDRESS W/EDUE
SUFFICIENCY OF FILING

We have received your document for BYBLOS DEVELOPMENT, INC. and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tina D Cannon
Regulatory Specialist II

Letter Number: 315A00008244

**ARTICLES OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY
INTO
FLORIDA PROFIT CORPORATION**

FILED
15 APR 24 AM 11:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger is being submitted to merge the following Florida Limited Liability Company with the following Florida Profit Corporation in accordance with Sections 605.1025 and 607.1109, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Byblos Clermont, LLC, a Florida limited liability company 7932 W. Sand Lake Road, Suite 102 Orlando, FL 32819 Florida Document/Registration Number: L10000072054		
Byblos Development, Inc., a Florida corporation 7932 W. Sand Lake Road, Suite 102 Orlando, Florida 32819 Florida Document/Registration Number: J52757		

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Byblos Development, Inc., a Florida corporation 7932 W. Sand Lake Road, Suite 102 Orlando, Florida 32819 Florida Document/Registration Number: J52757		

THIRD: The attached Plan of Merger was approved by each domestic limited liability company, and domestic corporation that is a party to the merger in accordance with Chapters 605, and 607, Florida Statutes; and by each member of such limited liability company who as a result of the merger will have interest holder liability under Section 605.1023(1)(b), Florida Statutes.

FOURTH: The surviving entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.

FIFTH: The surviving entity agrees to pay any members with appraisal rights the amount, to which members are entitled under Sections 605.1006 and 605.1061-605.1072, Florida Statutes.

SIXTH: The merger shall become effective as of the date the Articles of Merger is filed with Florida Department of State.

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction. The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 605.1025 and 607.1109, Florida Statutes. See Plan of Merger attached hereto and incorporated herein by reference.

EIGHTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
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BYBLOS DEVELOPMENT, INC.,
a Florida corporation

By: 
Joseph S. JeBailey, President and Director

By: 
Jann JeBailey, Vice President and Director

BYBLOS CLERMONT, LLC,
a Florida limited liability company

By: 
A. Tom Harb, Manager

PLAN OF MERGER

This Plan of Merger, dated April 9th, 2015, between Byblos Development, Inc. a Florida corporation (the "Surviving Corporation"), and Byblos Clermont, LLC, a Florida limited liability company ("Byblos Clermont" and may also be referred to hereinafter as the "Merged Company").

WHEREAS, Byblos Development, Inc. is a Florida corporation, organized and existing under and by virtue of the laws of the State of Florida and is the sole member of Byblos Clermont, LLC; and

WHEREAS, by unanimous consent of the members of Byblos Clermont, the parties hereto deem it desirable and in the best interest of the Merged Company and their members that Byblos Clermont be merged into the Surviving Corporation.

NOW THEREFORE, in consideration of the mutual promises and covenants, and subject to the conditions herein set forth, the Merged Company agree as follows:

ARTICLE I Merger

- 1.1 (a.) The exact name, street address of its principal office, jurisdiction, and entity type for ~~each merging party~~ are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Byblos Clermont, LLC, a Florida limited liability company 7932 W. Sand Lake Road, Suite 102 Orlando, FL 32819 Florida Document/Registration Number: L10000072054		

Byblos Development, Inc., a Florida corporation
7932 W. Sand Lake Road, Suite 102
Orlando, Florida 32819
Florida Document/Registration Number: J52757

- (b.) The exact name, street address of its principal office, jurisdiction, and entity type of the ~~surviving party~~ is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Byblos Development, Inc., a Florida corporation 7932 W. Sand Lake Road, Suite 102 Orlando, Florida 32819 Florida Document/Registration Number: J52757		

- 1.2 The Merged Company shall be merged into a single corporation whereby Byblos Clermont, LLC shall merge into Byblos Development, Inc., the Surviving Corporation, which shall survive the merger, pursuant to the provisions of Chapters 605 and 607, Florida Statutes. On the effective date of such merger, the Surviving Corporation shall, without further act or deed, thereupon and thereafter succeed to and possess all of the rights, privileges, power,

franchises and immunities, as well of a public and private nature, of the Merged Company and all of the property, real, personal and mixed, and all debts due to the Merged Company, on whatever account, and all and every other right, title or interest of or belonging to or due the Merged Company shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of the Merged Company, and any claim existing or action or proceeding pending by or against the Merged Company may be prosecuted as if the Merger had not taken place. Neither the rights of the creditors nor any liens upon the property of the Merged Company shall be impaired by the merger, provided however, that any such liens shall be limited to the property subject to such liens immediately prior to the effective date of the merger.

- 1.3 The name of the Surviving Corporation shall be Byblos Development, Inc., a Florida corporation. The purposes, county where the principal office for the transaction of business shall be located, county where the registered office shall be located, officers, and the shareholders of the Surviving Corporation shall be as appears in the Articles of Incorporation of the Surviving Corporation as amended and as hereinafter set forth.
- 1.4 The Articles of Incorporation of the Surviving Corporation, as amended shall survive and control the governance of the Surviving Corporation until the same shall be altered, amended, or repealed, or until new bylaws are adopted as provided therein.
- 1.5 The Bylaws, as amended, in effect on the effective date of the merger, shall be the Bylaws of the Surviving Corporation until the same shall be altered, amended, or repealed, or until a new set of Bylaws are adopted as provided therein.
- 1.6 The President of the Surviving Corporation shall be Joseph S. JeBailey and the remaining officers and directors of the Surviving Corporation shall remain unchanged after the merger. The Officers and Directors of the Surviving Corporation shall have the same powers as set forth in the Bylaws and Articles of Incorporation of the Surviving Corporation after the merger.

ARTICLE II

Conversion, Exchange and Cancellation of Members

- 2.1 On the effective date of the merger, the membership interest in the Merged Company shall, by virtue of the merger and without any additional action on the part of the Merged Company or the Surviving Corporation, be canceled and all of the shares of stock in the Surviving Corporation prior to the merger shall remain the same following the merger.

ARTICLE III

Obligations of the Parties Pending the Effective Date

- 3.1 This merger plan shall be submitted to the members of the Merged Company and the Surviving Corporation for their approval in the manner provided by the applicable laws of the State of Florida and shall be duly authorized by both companies prior to filing the Articles of Merger with the Secretary of State and the Secretary of State effecting the merger.

- 3.2 The manager of the Merged Company may, in their discretion, abandon this merger without further action or approval by the members of the Merged Company at any time before the merger has been completed.
- 3.3 This Plan of Merger may be executed in any number of counterparts, and all such counterparts and copies be and constitute an original instrument and all of which together shall constitute one and the same instrument.

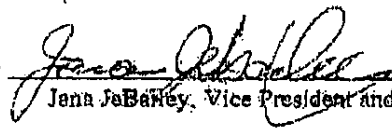
ARTICLE IV
Miscellaneous Provisions

- 4.1 The Merger shall become effective upon filing of the Articles of Merger with the Florida Secretary of State.

IN WITNESS WHEREOF, the Surviving Corporation and the Merged Company, duly authorized through their respective members, managers, directors and officers, have caused this Plan of Merger to be executed as of this 9th day of April, 2015.

BYBLOS DEVELOPMENT, INC.,
a Florida corporation

By: 
Joseph S. JeBailey, President and Director

By: 
Jana JeBailey, Vice President and Director

BYBLOS CLERMONT, LLC,
a Florida limited liability company

By: 
A. Tony Harris, Manager

**ARTICLES OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY
INTO
FLORIDA PROFIT CORPORATION**

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Byblos Development, Inc., a Florida corporation 7932 W. Sand Lake Road, Suite 102 Orlando, Florida 32819 Florida Document/Registration Number: J52757		

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Byblos Development, Inc., a Florida corporation 7932 W. Sand Lake Road, Suite 102 Orlando, Florida 32819 Florida Document/Registration Number: J52757		

THIRD: The attached Plan of Merger was approved by each domestic limited liability company, and domestic corporation that is a party to the merger in accordance with Chapters 605, and 607, Florida Statutes; and by each member of such limited liability company who as a result of the merger will have interest holder liability under Section 605.1023(1)(b), Florida Statutes.

FOURTH: The surviving entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.

FIFTH: The surviving entity agrees to pay any members with appraisal rights the amount, to which members are entitled under Sections 605.1006 and 605.1061-605.1072, Florida Statutes.

SIXTH: The merger shall become effective as of the date the Articles of Merger is filed with Florida Department of State.

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction. The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 605.1025 and 607.1109, Florida Statutes. See Plan of Merger attached hereto and incorporated herein by reference.

EIGHTH: SIGNATURE(S) FOR EACH PARTY:

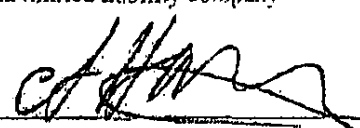
<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
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BYBLOS DEVELOPMENT, INC.,
a Florida corporation

By: 
Joseph S. JeBailey, President and Director

By: 
Jana JeBailey, Vice President and Director

BYBLOS CLERMONT, LLC,
a Florida limited liability company

By: 
A. Tom Harb, Manager

PLAN OF MERGER

This Plan of Merger, dated April 9th, 2015, between Byblos Development, Inc. a Florida corporation (the "Surviving Corporation"), and Byblos Clermont, LLC, a Florida limited liability company ("Byblos Clermont" and may also be referred to hereinafter as the "Merged Company").

WHEREAS, Byblos Development, Inc. is a Florida corporation, organized and existing under and by virtue of the laws of the State of Florida and is the sole member of Byblos Clermont, LLC; and

WHEREAS, by unanimous consent of the members of Byblos Clermont, the parties hereto deem it desirable and in the best interest of the Merged Company and their members that Byblos Clermont be merged into the Surviving Corporation.

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Byblos Development, Inc., a Florida corporation 7932 W. Sand Lake Road, Suite 102 Orlando, Florida 32819 Florida Document/Registration Number: J52757
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Conversion, Exchange and Cancellation of Members

- 2.1 On the effective date of the merger, the membership interest in the Merged Company shall, by virtue of the merger and without any additional action on the part of the Merged Company or the Surviving Corporation, be canceled and all of the shares of stock in the Surviving Corporation prior to the merger shall remain the same following the merger.

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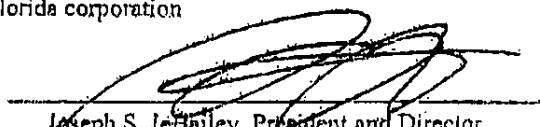
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- 3.3 This Plan of Merger may be executed in any number of counterparts, and all such counterparts and copies be and constitute an original instrument and all of which together shall constitute one and the same instrument.

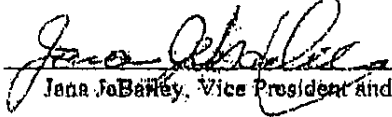
ARTICLE IV
Miscellaneous Provisions

- 4.1 The Merger shall become effective upon filing of the Articles of Merger with the Florida Secretary of State.

IN WITNESS WHEREOF, the Surviving Corporation and the Merged Company, duly authorized through their respective members, managers, directors and officers, have caused this Plan of Merger to be executed as of this 9th day of April, 2015.

BYBLOS DEVELOPMENT, INC.,
a Florida corporation

By: 
Joseph S. LeBailey, President and Director

By: 
Jana LeBailey, Vice President and Director

BYBLOS CLERMONT, LLC,
a Florida limited liability company

By: 
A. Tom Hark, Manager