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OF COUNSEL:

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BOARD CERTIFIED REAL ESTATE ATTORNEY

July 17, 2000

Secretary of State

P.O. Box 5588

Tallahassee, Florida 32314

Re: Villas Torino, LLC

Dear Clerk:

Enclosed for recordation is our Trust Account check in the amount of \$34.00. We also enclose our Trust Account check no. 7562 in the amount of \$50.00. Please return the original recorded document to us after recording in the envelope we have provided.

Should you have any questions, please call. Thank You.

Very truly yours,

Kris Unkrich  
Real Estate Paralegal

/klu

Enclosures

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MONROE PLAZA, LLC A CONNECTICUT LLC

into

**VILLAS TORINO, LLC**, a Florida entity L00000004143

File date: July 20, 2000

Corporate Specialist: Lee Rivers

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, 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. Villas Torino, LLC 4255 Gulf Shore Boulevard North Suite 1103 Naples, Florida 34103 Florida Document/Registration Number: L00000004143	Florida	Limited Liability Co.  FEI Number: 65-0968288
2. Monroe Plaza, LLC 335 Ferry Boulevard Stratford, Connecticut 06497 Florida Document/Registration Number:	Connecticut	Limited Liability Co.  FEI Number:
3.   Florida Document/Registration Number:		FEI Number:
4.   Florida Document/Registration Number:		FEI Number:

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TALLAHASSEE FLORIDA

(Attach additional sheet(s) if necessary)

**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>
VILLAS TORINO, LLC	Florida	Limited Liability Co.
4255 GULF SHORE BLVD. NORTH		
SUITE 1103		
NAPLES FL 34103		

Florida Document/Registration Number: L00000004143 FEI Number: 65-0968288

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

The date the Articles of Merger are filed with Florida Department of State

**OR**

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

**(Note: Please see instructions for required signatures.)**

[illegible]

*(Attach additional sheet(s) if necessary)*

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Monroe Plaza, LLC	Connecticut

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Villas Torino, LLC	Florida

**THIRD:** The terms and conditions of the merger are as follows:

All real property and assets now owned by Monroe Plaza, LLC, shall become the assets and real property of Villas Torino, LLC. No consideration shall be due or owing to Monroe Plaza, LLC for the transfer of assets and real property.

*(Attach additional sheet(s) if necessary)*

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TALLAHASSEE FLORIDA

**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Anthony H. Salce, Jr., is the sole member of Monroe Plaza, LLC, and shall retain the same number of shares in Villas Torino, LLC as currently stated in the Operating Agreement for Villas Torino, LLC. There shall be no conversion of interests, shares, obligations or other securities other than as stated in Article 3 of this Plan of Merger.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

There shall be no manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party. All rights shall be as provided for in the Operating Agreement of Villas Torino, LLC.

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N/A

If General Partner is a Non-Individual,

Florida Document/Registration Number

N/A

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**SIXTH:** If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Villas Torino, LLC is a member managed company.

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

**EIGHTH:** Other provisions, if any, relating to the merger:

N/A

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*(Attach additional sheet(s) if necessary)*