

CAPITAL CONNECTION, INC.

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

LO1000000556

Bahia Cabana Beach
Resort, Inc.

600003533466--7
-01/11/01--01094--003
****115.00 *****90.00

- APPROVED
FILED
01 FEB 17 2011 11:29
- ☐ 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
 - ☒ Cert. Co
 - ☐ 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
- DIVISION OF REVENUE
JAN 11 4:16:10
- JP
2-15-01

File 2nd

Signature

Requested by

Name

Date

Time

Walk-In

Will Pick Up



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 11, 2001

CAPITAL CONNECTION, INC.

SUBJECT: BAHIA CABANA BEACH RESORT, L.L.C.
Ref. Number: L01000000556

We have received your document for BAHIA CABANA BEACH RESORT, L.L.C. and your check(s) totaling \$115.00. However, the enclosed document has not been filed and is being returned for the following:

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

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) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 601A00001797

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AND
FILED
01 FEB 15 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

BAHIA CABANA BEACH RESORT, INC., A FLORIDA ENTITY, P000000076699

INTO

BAHIA CABANA BEACH RESORT, L.L.C., a Florida entity, L01000000556

File date: February 15, 2001

Corporate Specialist: Trevor Brumbley

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. <u>Bahia Cabana Beach Resort, Inc.</u> <u>4430 Southwest 64th Avenue</u> <u>Davie, FL 33314</u>	<u>Florida</u>	<u>Corporation</u>

Florida Document/Registration Number: P 000000 76699 FEI Number: 65-1036067

2. _____

Florida Document/Registration Number: _____ FEI Number: _____

3. _____

Florida Document/Registration Number: _____ FEI Number: _____

4. _____

Florida Document/Registration Number: _____ FEI Number: _____

(Attach additional sheet(s) if necessary)

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TALLAHASSEE, FLORIDA

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>
Bahia Cabana Beach Resort, <u>LLC</u> 3001 Harbor Drive Fort Lauderdale, FL 33316	Florida	Limited Liability Company
Florida Document/Registration Number: <u>LD1000000556</u>		FEI Number: <u>65-1036067</u>

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.

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SECRETARY OF STATE
NOT FOR DISSEMINATION

APPROVED
AND
FILED

NINTH: The merger shall become effective as of:

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.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH:

S# S H P Y:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Bahia Cabana Beach Resort, Inc.		Patrick J. Flavin

Bahia Cabana Beach
Resort, L.L.C.

Patrick J. Flavin

Patrick J. Flavin

(Attach additional sheet(s) if necessary)

APPROVAL
FILED
01 FEB 15 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>
A. Bahia Cabana Beach Resort, Inc., a Florida Corporation	Florida
B. Bahia Cabana Beach Resort, L.L.C. a Florida limited liability company	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Bahia Cabana Beach Resort, L.L.C., a Florida limited liability company	

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

There is a common identity of ownership of the outstanding shares of stock in Bahia Cabana Beach Resort, Inc. and membership interests in Bahia Cabana Beach Resort, L.L.C. All the owners of shares of stock in Bahia Cabana Beach Resort Inc., own an equal and proportionate membership interest in Bahia Cabana Beach Resort, L.L.C. and vice-versa.

Bahia Cabana Beach Resort, Inc. shall be merged into Bahia Cabana Beach Resort, L.L.C. The outstanding shares of stock in Bahia Cabana Beach Resort, Inc. shall be surrendered to Bahia Cabana Beach Resort, L.L.C. No new membership interests or other security shall be issued for the surrender as the current membership interests in the surviving entity matches exactly the percentage ownership interest in Bahia Cabana Beach Resort, Inc.

The surviving entity shall be Bahia Cabana Beach Resort, L.L.C. with no change in ownership as a result of the merger.
(Attach additional sheet(s) if necessary)

NOTARIZED
FILED
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CLERK OF STATE
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:

Same as THIRD above.

- 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:

Since there are no outstanding rights to acquire interests, shares or obligations of either entity, no manner or basis of converting any such rights is included in this Plan.

(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:

If General Partner is a Non-Individual,

Florida Document/Registration Number

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

Not Applicable

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TALLAHASSEE, FLORIDA

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:

Not Applicable. The limited liability company is not managed by one or more managers.

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:

Not Applicable

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

None

(Attach additional sheet(s) if necessary)

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AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA