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HOLD
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L010000035B2

August 27, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Cocohatchee Holdings, LLC merging into HD Development, LLC

Filing Evidence

- ☐ Plain/Confirmation Copy
☒ Certified Copy

Type of Document

- ☐ Certificate of Status
☐ Certificate of Good Standing
☐ Articles Only
☐ All Charter Documents to Include Articles & Amendments
☐ Fictitious Name Certificate
☐ Other

Retrieval Request

Photocopy

Certified Copy

| | |
|---|-------------------|
| RECEIVED DEPARTMENT OF STATE CORPORATIONS AUG 27 2 00 PM '01 TALLAHASSEE, FLORIDA | |
| NEW FILINGS | |
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | Non Profit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

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|-------------------------------------|------------------------------------|
| AMENDMENTS | |
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of RA Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input checked="" type="checkbox"/> | Merger |

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| OTHER FILINGS | |
| <input type="checkbox"/> | Annual Reports |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |
| <input type="checkbox"/> | Reinstatement |

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| REGISTRATION/QUALIFICATION | |
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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*****80.00 *****80.00

01 AUG 28 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

8-29-01

01160 / 0057 / 00671

ARTICLES OF MERGER
Merger Sheet

MERGING:

COCOHATCHEE HOLDINGS, LLC, A FLORIDA ENTITY, L01000012414

INTO

HD DEVELOPMENT, LLC, a Florida entity, L01000003582

File date: August 28, 2001, effective August 28, 2001

Corporate Specialist: Trevor Brumbley

01 AUG 28 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 29, 2001

UCC FILING & SEARCH SERVICES

SUBJECT: HD DEVELOPMENT, LLC
Ref. Number: L01000003582

We have received your document for HD DEVELOPMENT, LLC and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

Please change the effective date in the Articles of Merger.

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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 301A00049086

61 AUG 29 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 28, 2001

UCC FILING & SEARCH SERVICES

SUBJECT: HD DEVELOPMENT, LLC
Ref. Number: L01000003582

We have received your document for HD DEVELOPMENT, LLC and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following:

The effective day must be specific and cannot be prior to the date of 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) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 901A00048859

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AND
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CLERK OF STATE
TALLAHASSEE, FLORIDA
AUG 29 PM 2:18

ARTICLES OF MERGER
OF

HD DEVELOPMENT, LLC L01000003582

A Florida limited liability company

FEIN: 59-3704504 - Florida Document Registration Number: L01000003582

Street Address of Principal Office: 110 South Magnolia Avenue
Suite 204
Tampa, Florida 33606

Which entity is the SURVIVING ENTITY

AND

COCOCHATCHEE HOLDINGS, LLC L01000012414

A Florida limited liability company

FEIN: 59-3737889 - Florida Document Registration Number: L01000012414

Street Address of Principal Office: 110 South Magnolia Avenue
Suite 204
Tampa, Florida 33606

Which entity is the MERGING ENTITY

To the Secretary of State
of the State of Florida

Pursuant to Section 608.4382, the following Articles of Merger are executed for the purpose of merging Cocohatchee Holdings, LLC, a Florida limited liability company (the "Merged Limited Liability Company"), into HD Development, LLC, a Florida limited liability company (the "Surviving limited liability company").

1. The Agreement and Plan of Merger is attached hereto as Exhibit A (the "Plan").
2. The Plan was approved by the Members of the Merged Limited Liability Company on August 22, 2001 in accordance with Chapter 608, Florida Statutes.
3. The Plan was approved by the Members of the Surviving Limited Liability Company on August 22, 2001 in accordance with Chapter 608, Florida Statutes.

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SECRETARY OF STATE
TAMPA, FLORIDA

4. The effective date of the merger in the State of Florida herein provided shall be August 28, 2001.

5. The Plan meets the requirements of Section 608.438, Florida Statutes.

6. This merger is permitted by all applicable laws and is not prohibited by the Articles of Incorporation or the Regulations, Operating Agreement or Articles of Organization of each limited liability company that is a party to this merger.

These Articles of Merger comply with the laws of Florida and the Agreement and Plan of Merger attached hereto and were executed effective August 28, 2001 in accordance with the laws of Florida, which is the jurisdiction of each party hereto.

Cocohatchee Holdings, LLC

By: _____

Henry R. Suarez, Manager

By: _____

David A. Custer, Manager

HD Development, LLC

By: Suarez Financial Group, Inc., Manager

By: _____

Henry R. Suarez, President

By: _____

David A. Custer, Manager

6/17/02 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE II
Articles of Organization and Name

The Articles of Organization of the Surviving Limited Liability Company shall remain in effect and unchanged as a result of this merger. The name of the surviving entity shall be HD DEVELOPMENT, LLC.

ARTICLE III
Conversion of Shares and Membership Interests

(a) Each Membership Unit in the Merged Limited Liability Company outstanding on the Effective Date of the merger shall, by virtue of the merger and without further action on the part of the holder, become one (1) Membership Unit of the Surviving Limited Liability Company, with fractions of a Membership Unit, if any, to be rounded to the nearest whole shares. As soon as practical after the Effective Date of the merger, each holder of a membership interest in the Merged Limited Liability Company shall be entitled, upon surrender of the certificate or certificates, if any were ever issued, representing such holder's membership interest in the Merged Limited Liability Company, to receive in exchange therefore a certificate or certificates representing the appropriate number of Membership Units of the Surviving Limited Liability Company, as follows:

| <u>Member</u> | <u>Membership Units in Merged LLC</u> | <u>Number of Membership Units to be issued in Surviving LLC</u> |
|---------------------|---|---|
| HD Development, LLC | 100 Units | 100 Units |

(b) The Membership Units of the Surviving Limited Liability Company outstanding on the Effective Date of the merger prior to the merger shall not be disturbed or altered in any way by virtue of the merger, except that the percentage interest in the Surviving Limited Liability Company represented by such Membership Units shall be proportionately reduced by the new Membership Units of the Surviving Limited Liability Company issued in exchange for the entire interest in the Merged Limited Liability Company.

ARTICLE IV
Terms and Conditions

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) The Managers of Surviving Limited Liability Company on the Effective Date shall remain the Managers of the Surviving Limited Liability Company after the merger. The name and business address of the Managers is as follows:

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan") is made this 23rd day of August, 2001, by and between HD DEVELOPMENT, LLC, a Florida limited liability company ("Surviving Limited Liability Company") and COCOHATCHEE HOLDINGS, LLC, a Florida limited liability company ("Merged Limited Liability Company") (hereinafter individually called "Merging Entity" and collectively called the "Merging Entities").

W I T N E S S E T H:

WHEREAS, the Certificate and Articles of Organization of the Surviving Limited Liability Company were filed in the office of the Secretary of State of Florida on March 8, 2001, limited liability company existence began on March 8, 2001, and it is manager managed, with Suarez Financial Group, Inc. and David A. Custer as the managers;

WHEREAS, the Certificate and Articles of Organization of the Merged Limited Liability Company were filed in the office of the Secretary of State of Florida on July 27, 2001, limited liability company existence began on July 27, 2001, and it is manager managed, with Henry R. Suarez and David A. Custer as the managers;

WHEREAS, the Members of the Merged Limited Liability Company and the Members of the Surviving Limited Liability Company have authorized the merger of Merged Limited Liability Company into Surviving Limited Liability Company pursuant to the plan set forth herein, in the manner prescribed by applicable Florida law; and

WHEREAS, this Plan is subject to and is recommended for approval by the Members of the Merged Limited Liability Company and by the Members of the Surviving Limited Liability Company.

NOW, THEREFORE, the merger of Merged Limited Liability Company into Surviving Limited Liability Company shall be accomplished as follows:

ARTICLE I

Merger

On the Effective Date (defined below), Merged Limited Liability Company shall be merged into Surviving Limited Liability Company and Surviving Limited Liability Company shall merge Merged Limited Liability Company into itself. Following the approval of this Plan by the Members of the Merging Entities, the Managers of the Merging Entities shall cause the filing of Articles of Merger with the Secretary of the State of Florida, with the merger to have an effective date of August 28, 2001 (the "Effective Date").

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TALLAHASSEE, FLORIDA

Suarez Financial Group, Inc.
P.O. Box 1839
Tampa, Florida 33601

And

David A. Custer
P.O. Box 1839
Tampa, Florida 33601

(c) The officers of Surviving Limited Liability Company, if any, on the Effective Date shall remain as the officers of Surviving Limited Liability Company.

(d) The Surviving Limited Liability Company shall pay all expenses incident to this merger.

(e) Prior to the Effective Date, neither Merging Entity shall issue, sell or issue rights to subscribe to any membership interest or Membership Units.

(f) Prior to the Effective Date, neither Merging Entity shall incur any obligations not expressly contemplated by this Plan, whether by contract or otherwise, except pursuant to existing agreements and arrangements and except in the ordinary course of business, nor dispose of any material portion of its business or property.

(g) Upon the Effective Date, the separate existence of Merged Limited Liability Company shall cease, and Merged Limited Liability Company shall be merged into Surviving Limited Liability Company, in accordance with the provisions hereof and the laws of the State of Florida. After the merger, Surviving Limited Liability Company shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of Merged Limited Liability Company. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merged Limited Liability Company shall be, by virtue of the merger itself and without any other act or action, vested in Surviving Limited Liability Company, and the title to any real estate, whether by deed or otherwise, vested in Merged Limited Liability Company shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merged Limited Liability Company shall be preserved unimpaired; and all debts, liabilities and duties of Merged Limited Liability Company shall thenceforth attach to Surviving Limited Liability Company and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by Surviving Limited Liability Company.

(h) Following the merger, Surviving Limited Liability Company shall cause a copy of this

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AND
FILED

Plan, the certificate of merger, or such other documents as the officers of Surviving Limited Liability Company shall agree, to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged Limited Liability Company is situated.

(i) If, at any time, Surviving Limited Liability Company shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Limited Liability Company, according to the terms hereof, the title to any property or rights of Merged Limited Liability Company, the managers of Merged Limited Liability Company shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Limited Liability Company, and otherwise to carry out the purposes of this Plan.

ARTICLE V
Approval of Merger

The parties do hereby acknowledge and confirm as follows:

(a) This Plan has been duly adopted and approved by written consent dated August 23, 2001, by the Managers and Members of the Merged Limited Liability Company pursuant to Chapter 608, Florida Statutes, and the undersigned Managers of the Surviving Limited Liability Company have been authorized and directed to execute same.

(b) This Plan has been duly adopted and approved by written consent dated August 23, 2001, by the Managers and Members of the Surviving Limited Liability Company pursuant to Chapter 608, Florida Statutes, and the undersigned Managers of the Surviving Limited Liability Company have been authorized and directed to execute same.

IN WITNESS WHEREOF, the parties have caused this Plan to be executed by their duly authorized officers as of the day and year first above-written.

Cocohatchee Holdings, LLC

By: _____

Henry R. Suarez, Manager

By: _____

David A. Custer, Manager

01 AUG 28 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

HD Development, LLC

By: Suarez Financial Group, Inc., Manager

By: 

Henry R. Suarez, President

By: 

David A. Custer, Manager

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA