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MERGER OR SHARE EXCHANGE

GULFSTREAM LAND COMPANY, LLC

Certificate of Status	1
Certified Copy	1
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EXAMINER

**CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY**

The following Certificate of Merger is being submitted to the Florida Department of State in order to merge the following Florida limited liability companies in accordance with Section 608.4382 of the Florida Statutes.

FIRST: The exact name, entity type and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Gulfstream Land Company, LLC	Florida	Limited Liability Company
Riverwatch Marine, LLC	Florida	Limited Liability Company

LOI-9445

LOI-1595

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Gulfstream Land Company, LLC	Florida	Limited Liability Company

THIRD: The attached Plan of Merger was approved by each party to the merger in accordance with the applicable provisions of Chapters 608 of the Florida Statutes on December 9, 2008.

FOURTH: The merger shall be effective on become effective on the later of (a) the date that this Certificate of Merger is filed with the Florida Department of State, or (b) December 31, 2008.

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IN WITNESS WHEREOF, this Certificate of Merger was signed this 9th day of December, 2008, by the Manager of GULFSTREAM LAND COMPANY, LLC and RIVERWATCH MARINE, LLC.

GULFSTREAM LAND COMPANY, LLC

By: Greenwich Capital Corporation, Manager

By: Arthur E. Biggs
Arthur E. Biggs, President

RIVERWATCH MARINA, LLC

By: Greenwich Capital Corporation, Manager

By: Arthur E. Biggs
Arthur E. Biggs, President

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PLAN OF MERGER

This Plan of Merger is made this 9th day of December, 2008 (the "Agreement"), by and between GULFSTREAM LAND COMPANY, LLC, a Florida limited liability company (hereinafter referred to as "GULFSTREAM") and RIVERWATCH MARINE, LLC, a Florida limited liability company (hereinafter referred to as "RIVERWATCH").

RECITALS

WHEREAS, GULFSTREAM is a limited liability company duly organized and existing under the laws of the State of Florida, which was formed on June 13, 2001; and

WHEREAS, RIVERWATCH is a limited liability company duly organized and existing under the laws of the State of Florida, which was formed on January 31, 2001; and

WHEREAS, the Managers of GULFSTREAM and RIVERWATCH deem it advisable and in the best interest of each limited liability company that RIVERWATCH be merged into GULFSTREAM upon the terms and conditions herein provided.

NOW, THEREFORE, in consideration of the mutual agreements and covenants hereinafter set forth, GULFSTREAM and RIVERWATCH hereby agree as follows:

I. MERGER

1.1 Merger. Upon the Effective Date of the Merger, RIVERWATCH shall be merged with and into GULFSTREAM, and the separate existence of RIVERWATCH shall cease and GULFSTREAM shall be the limited liability company surviving the merger.

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1.2 Effective Date of the Merger. The merger of RIVERWATCH into GULFSTREAM shall become effective on the later of (a) the date that this Plan of Merger is filed with the Florida Department of State, or (b) December 31, 2008. The date when the merger shall become effective is herein called the "Effective Date of the Merger."

1.3 Effect of Merger. Upon the Effective Date of the Merger, the separate existence of RIVERWATCH shall cease, and GULFSTREAM, as the surviving limited liability company (i) shall continue to own and possess all of the assets, rights, powers and property that it owned immediately prior to the merger, (ii) shall be subject to all actions previously taken by the Managers of GULFSTREAM and RIVERWATCH, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of RIVERWATCH, as provided under the applicable provisions of Chapter 608 of the Florida Statutes, (iv) shall continue to be subject to all of its debts, liabilities and obligations as it had immediately prior to the merger, and (v) shall succeed without other transfer to all of the debts, liabilities and obligations of RIVERWATCH in the same manner as if GULFSTREAM had itself incurred them, as provided under the applicable provisions of Chapter 608 of the Florida Statutes.

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II. DOCUMENTS AND MANAGERS

2.1 Articles of Organization. On the Effective Date of the Merger, the Articles of Organization of GULFSTREAM shall be the Articles of Organization of the surviving limited liability company until further amended as provided by law.

2.2 Operating Agreement. On the Effective Date of the Merger, the Operating Agreement of GULFSTREAM shall be the Operating Agreement of the surviving limited liability

company, until the same shall be altered, amended, or repealed, or until a new Operating Agreement shall be adopted in accordance with the provisions thereof.

2.3 Managers. On the Effective Date of the Merger, the Managers of GULFSTREAM shall become the Managers of the surviving limited liability company, and shall continue in that capacity until their successors are duly elected and qualified.

III. CONVERSION OF MEMBERSHIP INTEREST

3.1 Conversion of Membership Interest. BIGGS PARTNERS, LLC, a Florida limited liability company, is the sole member of GULFSTREAM and RIVERWATCH. Therefore, there is no need to convert its membership interests in RIVERWATCH into a membership interest in GULFSTREAM. Following the merger, BIGGS PARTNERS, LLC will continue to be the sole member of GULFSTREAM.

IV. GENERAL

4.1 Further Assurances. From time to time, as and when required by GULFSTREAM or by its successors or assigns, there shall be executed and delivered on behalf of RIVERWATCH, such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record GULFSTREAM's title to and possession of all of the property, interest, assets, rights, privileges, immunities, powers, franchises and authority of RIVERWATCH, and otherwise to carry out the purposes of this Agreement, and the managers of GULFSTREAM are fully authorized in the name and on behalf of RIVERWATCH or otherwise to take any and all such action and to

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execute and deliver in all such deeds or other instruments.

4.2 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the merger may be abandoned for any reason whatsoever by the Managers of GULFSTREAM.

4.3 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida and, so far as applicable, the merger provisions of the Florida Statutes.

IN WITNESS WHEREOF, this Plan of Merger was signed by an authorized manager of GULFSTREAM LAND COMPANY, LLC and RIVERWATCH MARINE, LLC on the day and year indicated above.

GULFSTREAM LAND COMPANY, LLC

By: Greenwich Capital Corporation, Manager

By: Arthur E. Biggs
Arthur E. Biggs, President

RIVERWATCH MARINA, LLC

By: Greenwich Capital Corporation, Manager

By: Arthur E. Biggs
Arthur E. Biggs, President

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