

L01000012467

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer

Office Use Only



500062188585

12/30/05--01001--029 **135.00

FILED
2005 DEC 29 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
05 DEC 29 PM 4:44
TALLAHASSEE, FLORIDA



UCC Filing & Search Services, Inc.
 1574 Village Square Boulevard, Suite 100
 Tallahassee, Florida 32309
 (850) 681-6528

HOLD
 FOR PICKUP BY
 UCC SERVICES
 OFFICE USE ONLY

December 29, 2005

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

HDC Commercial, LLC

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ 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

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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

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

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

FILED
 DEC 29 AM 9:54
 TALLAHASSEE, FLORIDA
 SECRETARY OF STATE

FILED
2005 DEC 29 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s 608 4382, Florida Statutes

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Parkway 98 Holding, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>HDC Commercial, LLC</u> (formerly known as <u>IDI Commercial, LLC</u>)	<u>Florida</u>	<u>Limited Liability Company</u>

L 01000012378

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>HDC Commercial, LLC</u> (formerly known as <u>IDI Commercial, LLC</u>)	<u>Florida</u>	<u>Limited Liability Company</u>

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

N/A

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss 608.4351-608.43595, F.S.

N/A

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

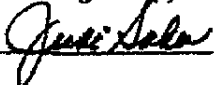
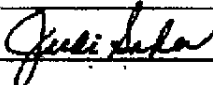
a) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s 48.181, F.S., are as follows:

Street address: N/A

Mailing address:

b) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss 608.4351-608.43595, Florida Statutes

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>Parkway 98 Holding, LLC</u>		<u>Judi Baker, Secretary of Optima DHM Corp., sole member</u>
<u>HDC Commercial, LLC</u>		<u>Judi Baker, Secretary of Hernando Development Corp.; sole member</u>

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

Certified Copy (optional): \$30.00

The MANAGER of HDC COMMERCIAL, LLC is: **HERNANDO DEVELOPMENT CORP.**
 3 of 6 18200 Seville Clubhouse Drive
 Brooksville, FL 34614

PLAN OF MERGER

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Parkway 98 Holding, LLC	Florida	Limited liability company
HDC Commercial, LLC (formerly known as IDI Commercial, LLC)	Florida	Limited liability company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
HDC Commercial, LLC (formerly known as IDI Commercial, LLC)	Florida	Limited liability company

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

1. The merger shall become effective on the date upon which the certificate of merger between Parkway 98 Holding, LLC ("Parkway") and HDC Commercial, LLC (the "Surviving Entity") is filed in the Office of the Secretary of State of the State of Florida (the "Effective Date").
2. Parkway shall be merged with and into the Surviving Entity.
3. At the Effective Date, by virtue of the merger, all outstanding membership interests of Parkway issued and outstanding immediately prior to the Effective Date will be cancelled and extinguished, and the capital accounts for the sole member of Parkway and the sole member of the Surviving Entity shall be merged.
4. At and after the Effective Date, the sole member of the Merged Entity shall be Optima DHM Corp. and the officers of HDC Commercial, LLC immediately prior to the Effective Date shall continue as the officers of the Merged Entity.
5. The effect of the merger shall be as provided by the applicable provisions of the laws of the State of Florida. Without limiting the generality of the foregoing, and subject thereto, at the Effective Date, the separate existence of Parkway shall cease. All assets, property (real, personal and mixed, tangible and intangible, wherever located), rights, privileges, powers, franchises, immunities and authority of Parkway shall automatically be vested in the Merged

Entity by virtue of the merger without deed or other document of transfer. The Merged Entity, without any order or action on the part of any court or otherwise and without any documents of assumption or assignment, shall hold and enjoy all of the properties, franchises and interests, including appointments, powers, designations, nominations, and all other rights and interests as agents or other fiduciary in the same manner and to the same extent as such rights, franchises, interests and powers were held or enjoyed by Parkway and the Merged Entity, respectively.

6. Except as otherwise specifically provided herein, nothing expressed or implied in the Plan of Merger is intended, or shall be construed, to confer upon or give any person, firm, or corporation, other than the Merged Entity and Parkway and their respective members, any rights or remedies under or by reason of this Plan of Merger.

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 is as follows:

N/A

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

N/A

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

SIXTH: Other provisions, if any, relating to the merger are as follows:

N/A