

LD1000017679

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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800157224268

06/30/09--01002--012. **67.50

07/22/09--01001--002 **42.50

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09 JUL 20 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

JUL 21 2009

EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 30, 2009

LAURA HOLQUIST
ALLETE PROPERTIES, LLC
4315 METRO PARKWAY, SUITE 500
FORT MYERS, FL 33916

SUBJECT: PALM COAST LAND, LLC
Ref. Number: L01000017679

We have received your document for PALM COAST LAND, LLC and your check(s) totaling \$67.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	25.00
For each Corporation:	35.00
For each General Partnership:	25.00
All Others:	25.00

There is a balance due of \$42.50.

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) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 209A00022476

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TALLAHASSEE, FLORIDA

ALLETE PROPERTIES

Sent Certified Mail Return Receipt Requested

June 22, 2009

Florida Department of State
Registration Section (LLCs)
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: Articles of Merger and Plan of Merger for:

Palm Coast Forest, LLC with and into Palm Coast Land, LLC

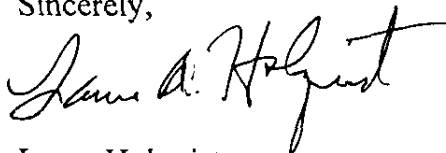
Ladies or Gentlemen:

Enclosed for filing are the Articles of Merger and Plan of Merger for the subject LLCs. Also enclosed is a check for \$67.50 (representing \$25 per merging LLC and \$8.75 per certified copy). I am requesting two certified copies of the merger documents to be returned to my attention at the following address:

Laura Holquist
ALLETE Properties, LLC
4315 Metro Parkway
Suite 500
Fort Myers, FL 33916
239-333-3300

Thank you for your help in this matter.

Sincerely,



Laura Holquist
President

Enclosures

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TALLAHASSEE, FLORIDA

AN ALLETE COMPANY

ARTICLES OF MERGER

PALM COAST FOREST, LLC
(a Florida limited liability company)

L01000017678

with and into

PALM COAST LAND, LCC
(a Florida limited liability company)

L01000017679

Pursuant to Chapter 608 of the Florida Statutes, the undersigned Palm Coast Forest, LLC, a Florida limited liability company, and Palm Coast Land, LLC, a Florida limited liability company, hereby adopt the following Articles of Merger.

FIRST: The name and jurisdiction of the surviving party is as follows:

Palm Coast Land, LLC, a Florida limited liability company

SECOND: The name and jurisdiction of the merging party is as follows:

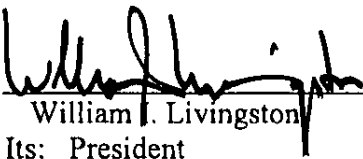
Palm Coast Forest, LLC, a Florida limited liability company

THIRD: The attached plan of merger was approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

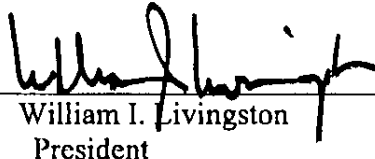
FOURTH: The merger shall become effective upon filing of these Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed by the parties as of June 19, 2009

PALM COAST FOREST, LLC

By: 
William I. Livingston
Its: President

PALM COAST LAND, LLC

By: 
William I. Livingston
Its: President

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by the sole member of of Palm Coast Forest, LLC, a Florida limited liability company, and Palm Coast Land, LLC, a Florida limited liability company, effective June 19, 2009, is submitted in compliance with Chapter 608 of the Florida Statutes.

1. The names and jurisdictions of each party to the merger are as follows:

Surviving Party: Palm Coast Land, LLC, a Florida limited liability company

Merging Party: Palm Coast Forest, LLC, a Florida limited liability company

2. On the effective date of the merger, the separate existence of the Merging Party shall cease and it shall be merged with and into the Surviving Party and the Merging Party's membership interest shall be extinguished.

3. The Articles of Organization of the Surviving Party in effect immediately prior to the effective date of the merger shall remain the Articles of Organization of the Surviving Party.

4. The Operating Agreement of the Surviving Party in effect immediately prior to the effective date of the merger shall remain the Operating Agreement of the Surviving Party.

5. The Representatives of the Surviving Party holding office immediately prior to the effective date of the merger, shall remain the Representatives of the Surviving Party and shall hold such positions subject to the provisions of the laws of the State of Florida and the Articles of Organization and Operating Agreement of the Surviving Party.

6. On the effective date of the merger, the Surviving Party shall succeed to and possess all of the rights, interests, privileges, immunities and franchises, of a public as well as of a private nature, of the Merging Party. All property (real, personal and mixed) and all debts due on any account, including subscriptions for shares, and all other causes of action, and every other interest of, belonging or due to the Merging Party shall vest in and be held by the Surviving Party, without any further act or deed as fully and entirely without change as if the same were held and enjoyed by the Merging Party, and shall be managed and controlled by the Surviving Party.

7. The Surviving Party shall be responsible and liable for all of the debts, liabilities, duties and obligations of the Merging Party, and any existing claim of or against, or any action pending by or against the Merging Party may be prosecuted as if the merger had not taken place, or the Surviving Party may be substituted in the place of the Merging Party.

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CLERK OF STATE
TALLAHASSEE, FLORIDA