

L01000022187

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DIVISION OF CORPORATIONS

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MERGER OR SHARE EXCHANGE

TROPICAL BREEZE RESORT OF SIESTA KEY, LLC

L01-22187

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ARTICLES OF MERGER
Merger Sheet

MERGING:

RE HOLDINGS LLC A FLORIDA ENTITY
AE HOLDINGS LLC A FLORIDA ENTITY

INTO

TROPICAL BREEZE RESORT OF SIESTA KEY, LLC, a Florida entity,
L01000022187

File date: January 22, 2002

Corporate Specialist: Agnes Lunt

FILED
Jan 22, 2002 08:00 AM
Secretary of State

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ARTICLES OF MERGER
OF
RE HOLDINGS LLC AND AE HOLDINGS LLC *Lo1-22062* *Lo1-22061*
INTO
TROPICAL BREEZE RESORT OF SIESTA KEY, LLC

Tropical Breeze Resort of Siesta Key, LLC ("Tropical"), a Florida limited liability company, hereby delivers to the Department of State for filing the following Articles of Merger for the merger of RE Holdings LLC ("RE") and AE Holdings LLC ("AE"), both Florida limited liability companies, with and into Tropical. Tropical shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by Tropical, RE and AE in accordance with Section 608.4381, Florida Statutes.
3. The Effective Date of the merger is the date these Articles of Merger are filed with the Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities as of the Effective Date.

RE Holdings LLC, a
Florida limited liability company

By: *Roger Esslinger*
Roger Esslinger, Its President

AE Holdings LLC, a
Florida limited liability company

By: *Arlene Esslinger*
Arlene Esslinger, Its President

Tropical Breeze Resort of Siesta Key, LLC, a
Florida limited liability company

By: _____
Richard Dear, Its President

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**ARTICLES OF MERGER
OF
RE HOLDINGS LLC AND AE HOLDINGS LLC
INTO
TROPICAL BREEZE RESORT OF SIESTA KEY, LLC**

Tropical Breeze Resort of Siesta Key, LLC ("Tropical"), a Florida limited liability company, hereby delivers to the Department of State for filing the following Articles of Merger for the merger of RE Holdings LLC ("RE") and AE Holdings LLC ("AE"), both Florida limited liability companies, with and into Tropical. Tropical shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by Tropical, RE and AE in accordance with Section 608.4381, Florida Statutes.
3. The Effective Date of the merger is the date these Articles of Merger are filed with the Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities as of the Effective Date.

RE Holdings LLC, a
Florida limited liability company

By: _____
Roger Esslinger, Its President

AE Holdings LLC, a
Florida limited liability company

By: _____
Arlene Esslinger, Its President

Tropical Breeze Resort of Siesta Key, LLC, a
Florida limited liability company

By:  _____
Richard Dear, Its President

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EXHIBIT A

**PLAN OF MERGER
OF RE HOLDINGS LLC AND AE HOLDINGS LLC
WITH AND INTO
TROPICAL BREEZE RESORT OF SIESTA KEY, LLC**

RE Holdings LLC, a Florida member-managed limited liability company, AE Holdings LLC, a Florida member-managed limited liability company, and Tropical Breeze Resort of Siesta Key, LLC, a Florida member-managed limited liability company, hereby adopt and approve the following plan as the Plan of Merger required by Section 608.438, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are RE Holdings LLC ("RE"), AE Holdings LLC ("AE"), and Tropical Breeze Resort of Siesta Key, LLC ("Tropical"), all Florida limited liability companies. As a result of the merger, RE and AE shall be merged with and into Tropical. Tropical shall be the surviving business entity.
2. The merger shall be effective on the date the Articles of Merger are filed with the Department of State (the "Effective Date").
3. As a result of the merger, the membership interests of Roger Esslinger as the sole member of RE and Arlene Esslinger as the sole member of AE shall be jointly converted into an undivided 1/3 membership interest in Tropical held by Roger Esslinger and Arlene Esslinger, husband and wife (the "Member"). The Member shall have the right to receive from Tropical said profits or other compensation by way of income and the right to sue for all claims heretofore accrued to which Member would otherwise be entitled as a member thereof, and to the return of said contribution to the capital of Tropical, as a consequence of this merger. The Member agrees to become a substitute member of Tropical and hereby agrees to be bound by all the covenants, terms and conditions of the Company's operating agreement, including any amendments thereto. The operating agreement of Tropical shall remain identical to its operating agreement in effect prior to the merger, except that Exhibit "A" to the operating agreement shall be amended to reflect the admission of the Member as a member of Tropical.
4. This plan shall be submitted to the member of RE and of AE for approval. This plan shall be submitted to the members of Tropical for approval. The Articles of Organization of Tropical will not differ from its Articles before the merger.
5. Pursuant to Section 608.455, Florida Statutes, the members of Tropical, RE, and AE hereby waive the notification required by Section 608.4381(3), Florida Statutes.
6. The Members of RE, AE, and Tropical are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.

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7. There are no other terms of or conditions to the merger.

IN WITNESS WHEREOF, this Plan of Merger has been signed by the duly authorized Members of AE, RE, and Tropical.

** Arlene Esslinger*
Arlene Esslinger

** Roger Esslinger*
Roger Esslinger

Richard Dear

Susan Bowles

David Bowles

RE Holdings LLC, a
Florida limited liability company

By: ** Roger Esslinger*
Roger Esslinger, Its Sole Member

AE Holdings LLC, a
Florida limited liability company

By: ** Arlene Esslinger*
Arlene Esslinger, Its Sole Member

Tropical Breeze Resort of Siesta Key, LLC

By: _____
Richard Dear, Its Member

By: Susan Bowles and David Bowles, as
Husband and Wife, Its Member

Susan Bowles

David Bowles

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7. There are no other terms of or conditions to the merger.

IN WITNESS WHEREOF, this Plan of Merger has been signed by the duly authorized Members of AE, RE, and Tropical.

Arlene Esslinger

RE Holdings LLC, a
Florida limited liability company

By: Roger Esslinger, Its Sole Member

Roger Esslinger

Richard Dear
Richard Dear

AE Holdings LLC, a
Florida limited liability company

By: Arlene Esslinger, Its Sole Member

Susan Bowles
Susan Bowles

David Bowles
David Bowles

Tropical Breeze Resort of Siesta Key, LLC

By: Richard Dear, Its Member

By: Susan Bowles and David Bowles, as
Husband and Wife, Its Member

Susan Bowles
Susan Bowles

David Bowles
David Bowles

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