

L02000005253

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Account Number: 072100000032

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Contact: *Goye x 2930*

Corporation Name(s) & Document number(s)

- 1) 390 East Boca Raton Road LLC
- 2) Palmetto Promenade LLC - survivor
- 3) _____
- 4) _____

____ Stamped Copy ☒ Certified Copy

Type of Filings:

| <u>New Filings</u> | <u>Amendment</u> | <u>Qualification</u> |
|--------------------|--|----------------------|
| ____ Profit | ____ Amendment | ____ Profit |
| ____ NFP | ____ COA | ____ NFP |
| ____ LLC | ____ Dissolution/Withdrawal | ____ LLC |
| ____ LTD | <input checked="" type="checkbox"/> Merger | ____ LTD |

Other:

____ Annual Report ____ Fictitious Name ____ Reinstatement

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TALLAHASSEE, FLORIDA

CERTIFICATE OF MERGER

The following Certificate of Merger is being submitted in accordance with section 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction of organization, and entity type of the merging entity is as follows:

390 EAST BOCA RATON ROAD LLC, a Florida limited liability company
Address: 140 North Federal Highway
Boca Raton, Florida 33432
Document #: L05000068251

SECOND: The exact name, street address of its principal office, jurisdiction of organization, and entity type of the surviving entity is as follows:

PALMETTO PROMENADE, LLC, a Florida limited liability company
Address: 140 North Federal Highway
Boca Raton, Florida 33432
Document #: L02000005253

THIRD: The Agreement and Plan of Merger, attached hereto as Exhibit A, meets the requirements of Section 608.438, Florida Statutes, and was approved by each of 390 East Boca Raton Road LLC and Palmetto Promenade, LLC in accordance with the applicable provisions of Chapter 608, Florida Statutes.


FOURTH: The merger shall become effective upon the filing of this Certificate of Merger with the Florida Secretary of State.

[Signatures on following page]

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of
the 13 day of June, 2006

MERGING ENTITY:

390 EAST BOCA RATON ROAD LLC, a Florida limited liability company

By: 
Name: Gregory K. Talbott
Manager

SURVIVING ENTITY:

PALMETTO PROMENADE, LLC

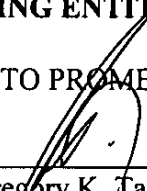
By: 
Name: Gregory K. Talbott
Managing Member

EXHIBIT A
Agreement and Plan of Merger

See attachment.

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan") has been adopted as of the ____ day of June, 2006 by PALMETTO PROMENADE, LLC, a Florida limited liability company ("Palmetto"), and 390 EAST BOCA RATON ROAD LLC, a Florida limited liability company ("390").

RECITALS

The managers and the sole member of Palmetto and the manager(s) and the sole member of 390 have determined that it is advisable and in the best interest of each of Palmetto and 390 that 390 be merged with and into Palmetto on the terms and subject to the conditions set forth herein (the "Merger").

ARTICLE I

The Merger

On the Effective Date (as defined in Article V hereof), 390 shall merge with and into Palmetto in accordance with the Florida Limited Liability Company Act and the separate existence of 390 shall cease and Palmetto shall thereafter continue as the surviving limited liability company (the "Surviving Company") under the laws of the State of Florida.

ARTICLE II

The Surviving Company

On the Effective Date, the Articles of Organization of Palmetto, as in effect immediately prior to the Effective Date, shall be the Articles of Organization of the Surviving Company.

On the Effective Date, the Operating Agreement of Palmetto, as in effect immediately prior to the Effective Date, shall be the Operating Agreement of the Surviving Company, until thereafter altered, amended or repealed.

On the Effective Date, the managers and officers of Palmetto shall be the managers and officers of the Surviving Company until their successors are elected and qualified, and management of the Surviving Company shall continue to be vested in such managers and officers.

ARTICLE III

Cancellation of Membership Interests

On the Effective Date, all issued and outstanding membership interests in 390, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished for no consideration.

ARTICLE IV

Effect of Merger

On the Effective Date, all property, rights, privileges, powers and franchises of 390 shall vest in the Surviving Company, and all liabilities and obligations of 390 shall become liabilities and obligations of the Surviving Company.

ARTICLE V

Effective Date

As used in this Agreement, the term "Effective Date" shall mean the time of filing of the Certificate of Merger with the Florida Department of State.

ARTICLE VI

Amendment, Modification and Termination; Counterparts

Any provision of this Plan may, subject to applicable law, be amended or waived prior to the Effective Date if, and only if, such amendment or waiver is in writing and signed by Palmetto and 390. This Plan may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were on the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger on the date first set forth above.

Palmetto Promenade, LLC, a Florida limited liability company

By: _____
Gregory K. Talbott, Manager

390 East Boca Raton Road LLC, a Florida limited liability company

By: _____
Gregory K. Talbott, Managing Member