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

Imperial Lakes Resort, Inc. into Imperial Lakes Resort, 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

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

IMPERIAL LAKES RESORT, INC. A FLORIDA ENTITY P93000078003

INTO

IMPERIAL LAKES RESORT, LLC, a Florida entity, L02000034524

File date: December 23, 2002

Corporate Specialist: Marsha Thomas

ARTICLES OF MERGER
OF
IMPERIAL LAKES RESORT, INC., *p93-78003*
a Florida corporation
and
IMPERIAL LAKES RESORT, LLC, *L02-34524*
a Florida limited liability company

The undersigned entities, in accordance with the Florida Business Corporation Act and the Florida Limited Liability Company Act, including but not limited to hereby adopt the following Articles of Merger.

ARTICLE I. Constituent Entities. The names of the constituent business entities that are parties to the Merger and these Articles of Merger are IMPERIAL LAKES RESORT, LLC, a Florida limited liability company (the "Surviving Limited Liability Company"), and IMPERIAL LAKES RESORT, INC., a Florida corporation (the "Merged Corporation").

ARTICLE II. Surviving Limited Liability Company. The business entity that will survive the Merger is IMPERIAL LAKES RESORT, LLC, a Florida limited liability company, which shall continue under its present name.

ARTICLE III. Plan of Merger; Effective Date. A copy of the Plan of Merger is attached hereto marked Exhibit "A" and made a part hereof (the "Plan of Merger"). As set forth in the Plan of Merger, the date the Merger shall become effective (the "Effective Date") shall be the date the Articles of Merger have been duly filed with the Florida Department of State.

ARTICLE IV. Adoption. The Plan of Merger meets the requirements of applicable Florida Statutes §§ 607.1108 and 608.438. The Plan of Merger was duly adopted by the sole member of the Surviving Limited Liability Company by unanimous written action of even date herewith as required by the applicable laws of the State of Florida, including but not limited to Chapter 608 and no statement as to the rights of dissenting members pursuant to § 608.4384, Florida Statutes, is required. The Plan of Merger was duly adopted by the sole director and sole shareholder of the Merged Corporation by unanimous written action of even date herewith as required by the applicable laws of the State of Florida, including but not limited to Chapter 607, and no statement as to the rights of dissenting shareholders pursuant to § 607.1302, Florida Statutes is required.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger as of December 20 2002.

IMPERIAL LAKES RESORT, LLC

IMPERIAL LAKES RESORT, INC.

By: *Richard Cueto*

Richard Cueto, as Co-Personal
Representatives of the Estate
of Agustin Cueto, Deceased,
Sole Member

By: *Olga Cueto*

Olga Cueto, President

By: *Olga Cueto*

Olga Cueto, as Co-Personal
Representatives of the Estate
of Agustin Cueto, Deceased,
Sole Member

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DEPARTMENT OF STATE

PLAN OF MERGER

This PLAN OF MERGER (the "Plan"), is made and entered into as of December 30, 2002 by and between IMPERIAL LAKES RESORT, LLC, a Florida limited liability company (the "Surviving Limited Liability Company") and IMPERIAL LAKES RESORT, INC., a Florida corporation (the "Merged Corporation") was adopted and approved by each party to the merger in accordance with Florida Statutes §§ 607.1107 and 608.4381 and is intended to comply with Florida Statutes §§ 607.1108 and 608.438.

Recitals

A. The Surviving Limited Liability Company and the Merged Corporation desire to adopt a plan of merger for the purpose of affecting a change of form that constitutes a liquidation of the Merged Corporation for tax purposes within the meaning of Section 331 of the Internal Revenue Code of 1986, as amended, (the "Code") and a contribution to capital and continuation of the Surviving Limited Liability Company which is a single member disregarded entity for tax purposes and for the purpose of affecting a merger of business entities pursuant to the Florida Limited Liability Company Act and the Florida Business Corporation Act.

B. This Plan of Merger shall also constitute a Plan of Liquidation of the Merged Corporation.

C. The Merged Corporation is and has always been an electing subchapter S corporation.

NOW, THEREFORE, for and in consideration of the recitals and the representations, warranties, covenants, agreements and undertakings hereinafter set forth, the parties agree to the following Plan of Merger:

1. Plan of Merger; Parties to Merger. On the Effective Date of the Merger specified herein, IMPERIAL LAKES RESORT, INC., a Florida corporation shall merge with and into IMPERIAL LAKES RESORT, LLC, a Florida limited liability company, in accordance with the merger laws of the State of Florida, including but not limited to Florida Statutes §§ 607.1107, 607.1108, 608.4381 and 608.438. IMPERIAL LAKES RESORT, LLC, a Florida limited liability company, shall continue to exist under the laws of the State of Florida as the surviving limited liability company (the "Surviving Limited Liability Company") and the separate existence of IMPERIAL LAKES RESORT, INC., a Florida corporation (the "Merged Corporation") shall terminate on the Effective Date of the Merger.

Exhibit "A"

2. Articles of Organization. The Articles of Organization of the Surviving Limited Liability Company shall not differ from its Articles of Organization before the Merger and shall not be changed by virtue of the Merger.

3. Operating Agreement. The Operating Agreement of the Surviving Limited Liability Company in effect on the Effective Date of the Merger shall be the Operating Agreement of the Surviving Limited Liability Company until amended in accordance with law, or as specified in the Articles of Organization or Operating Agreement of the Surviving Limited Liability Company.

4. Effective Date of the Merger. The date the Merger shall become effective (the "Effective Date") shall be the date the Articles of Merger have been duly filed with the Florida Department of State. Each of the parties hereto agree that they shall execute such documents and such other instruments and take such acts or actions as may be necessary to effectuate this Merger. The Articles of Merger shall be in the form attached to this Plan of Merger.

5. Management; Principal Office. As of the Effective Date of the Merger, the Surviving Limited Liability Company will continue to be managed by its sole Member. The name and address of the sole Member is:

Olga Cueto and Richard Cueto, as Co-Personal
Representatives of the Estate of Agustin
Cueto, Deceased
1120 Pinellas Bayway
#110
Tierra Verde, Florida 33715

The address of the principal office of the Surviving Limited Liability Company will continue to be 1120 Pinellas Bayway, #110, Tierra Verde, Florida 33715.

6. Effect of Merger. On the Effective Date of the Merger the separate existence of the Merged Corporation shall cease. As provided by the Florida Limited Liability Company Act, the Surviving Limited Liability Company shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises of a public, as well as of a private nature, of the Merged Corporation and be subject to all the restrictions, disabilities and duties of each such business entity; and all property, real, personal and mixed, and all debts due on whatsoever account, including all subscription to shares, and all other choses in action, and all and every interest, of or belonging to or due to.

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the Merged Corporation shall be taken and deemed to be transferred to and vested in the Surviving Limited Liability Company without further act or deed; and the title to any real estate or any interest therein, vested in the Merged Corporation shall not revert or in any way be impaired by reason of such Merger. The Surviving Limited Liability Company shall henceforth be responsible and liable for all liabilities and obligations of the Merged Partnership; and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if such Merger had not taken place, or the Surviving Limited Liability Company may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merged Corporation shall be impaired by such Merger.

7. Conversion of Interests. On the Effective Date of the Merger, the issued and outstanding stock of the Merged Corporation and the rights to acquire interests, shares, obligations or securities in the Merged Corporation, all of which are held by its sole shareholder, shall be cancelled due to the fact that the sole shareholder of the Merged Corporation owns all of the membership interests of and is the sole member of the Surviving Limited Liability Company. On the Effective Date of the Merger, the membership interests in the Surviving Limited Liability Company and the rights to acquire interests, shares, obligations or securities in the Surviving Limited Liability Company shall not be converted or exchanged in any manner, but each said membership interest and the rights to acquire interests, shares, obligations or securities in the Surviving Limited Liability Company shall continue to represent the same membership interest or right to acquire interests, shares, obligations or securities of the Surviving Limited Liability Company.

8. Joint Representations of the Parties. Each of the parties represents and warrants that it will treat this transaction as a liquidation of the Merged Corporation pursuant to the provisions of Section 331 of the Internal Revenue Code of 1986, as amended, and as a contribution to capital of the Surviving Limited Liability Company and each of the parties represents and warrants that it will file its tax returns in such a manner as to so reflect this transaction pursuant to said provisions of the Internal Revenue Code. The sole member of the Surviving Limited Liability Company shall have an initial capital account balance that combines the fair market value of the assets and liabilities of the Merged Corporation as of the Effective Date and its capital account balance in the Surviving Limited Liability Company as of the Effective Date.

9. Counterparts. This Agreement may be executed in one or more counterparts and all such counterparts collectively shall be deemed to constitute one and the same agreement.

10. Further Assurances. If, at any time, the officers of the Surviving Limited Liability Company shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of the Merged Corporation as of the Effective Date of the Merger shall execute such conveyances, or documents or take such actions.


11. Amendment/Abandonment of Plan. The shareholders of the Merged Corporation and the members of the Surviving Limited Liability Company may amend this Plan of Merger or abandon the Merger, prior to the filing of the Articles of Merger with the Florida Department of State.

12. Real Property. Prior to the Effective Date of the Merger, the Merged Corporation owned real property located in Manatee County, Florida described on Exhibit "1" attached hereto.

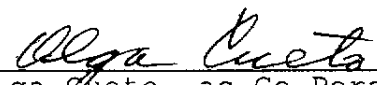
IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the day and year first above written.

IMPERIAL LAKES RESORT, LLC

IMPERIAL LAKES RESORT, INC.

By: 
Richard Cueto, as Co-Personal
Representatives of the Estate
of Agustin Cueto, Deceased,
Sole Member

By: 
Olga Cueto, President

By: 
Olga Cueto, as Co-Personal
Representatives of the Estate
of Agustin Cueto, Deceased,
Sole Member

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IMPERIAL LAKES RESORT, INC., is the Owner of the following described lands associated with the Imperial Lakes development:

All that land described in Exhibit "A" to that Partition Deed recorded in O. R. Book 1466 Page 1582 of the public records of Manatee County, Florida, dated August 7, 1995 and recorded on August 14, 1995 and as rerecorded to correct the name of the Grantee, in O. R. Book 1471 Page 2204 on October 20, 1995.

[The above referenced legal descriptions are attached hereto as Exhibit "A".]

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TALLAHASSEE, FLORIDA

EXHIBIT 1

LEGAL DESCRIPTION

IMPERIAL LAKES
PROPOSED HOTEL SITE

FROM THE N.W. CORNER OF SECTION 22, TOWNSHIP 33 SOUTH, RANGE 18 EAST, RUN S. $02^{\circ}05'34''$ W., ALONG THE WEST LINE OF SAID SECTION 22, A DISTANCE OF 515.97 FEET; THENCE S. $87^{\circ}54'26''$ E., A DISTANCE OF 179.61 FEET TO THE POINT OF BEGINNING; THENCE S. $41^{\circ}50'00''$ E., A DISTANCE OF 180.00 FEET; THENCE S. $89^{\circ}36'00''$ E., A DISTANCE OF 470.00 FEET; THENCE S. $00^{\circ}24'00''$ W., A DISTANCE OF 150.00 FEET; THENCE S. $89^{\circ}36'00''$ E., A DISTANCE OF 135.00 FEET TO THE P.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 135.00 FEET; THENCE EASTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $148^{\circ}26'00''$, A DISTANCE OF 349.74 FEET TO THE P.T. OF SAID CURVE; THENCE N. $58^{\circ}02'00''$ W., A DISTANCE OF 135.00 FEET TO THE P.C. OF A CURVE TO THE RIGHT HAVING A RADIUS OF 225.00 FEET; THENCE NORTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $36^{\circ}26'50''$, A DISTANCE OF 143.13 FEET TO THE P.R.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 25.00 FEET; THENCE NORTHERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $56^{\circ}14'50''$, A DISTANCE OF 24.54 FEET TO THE P.T. OF SAID CURVE; THENCE N. $77^{\circ}50'00''$ W., A DISTANCE OF 155.30 FEET TO THE P.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 440.00 FEET; THENCE WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $11^{\circ}46'00''$, A DISTANCE OF 90.36 FEET TO THE P.T. OF SAID CURVE; THENCE N. $89^{\circ}36'00''$ W., A DISTANCE OF 280.00 FEET TO THE P.C. OF A CURVE TO THE LEFT HAVING A RADIUS OF 35.00 FEET; THENCE WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF $84^{\circ}34'00''$, A DISTANCE OF 51.66 FEET TO THE P.T. OF SAID CURVE; THENCE S. $05^{\circ}50'00''$ W., A DISTANCE OF 170.00 FEET TO THE POINT OF BEGINNING, LYING AND BEING IN SECTION 22, TOWNSHIP 33 SOUTH, RANGE 18 EAST, MANATEE COUNTY, FLORIDA.

BK 1466 PG 1584 FILED AND RECORDED 08/14/95 2:16PM 3 of 3
R.R. SHORE CLERK OF CIRCUIT COURT MANATEE COUNTY FL