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From:
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Please note: merging entity is a sole proprietorship.

MERGER OR SHARE EXCHANGE

WATER'S EDGE MOTEL AND APARTMENTS, LLC

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

January 6, 2003

NELSON HESSE

SUBJECT: WATER'S EDGE MOTEL AND APARTMENTS, LLC
REF: L03000000334

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE GIVE THE NAME AND ADDRESS OF THE MANAGERS OR MANAGING MEMBERS IN THE PLAN OF MERGER.

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) 245-6097.

Marsha Thomas
Document Specialist

FAX Aud. #: H03000004798
Letter Number: 903A00000591

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF MERGER
Merger Sheet

MERGING:

ANGIE D. HALL, A FLORIDA SOLE PROPRIETORSHIP

,

INTO

WATER'S EDGE MOTEL AND APARTMENTS, LLC, a Florida entity,
L03000000334

File date: January 6, 2003

Corporate Specialist: Marsha Thomas

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
of

ANGIE D. HALL, a Florida sole proprietorship
into
WATER'S EDGE MOTEL AND APARTMENTS, LLC, a Florida limited liability company

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction & Entity Type</u>
Angie D. Hall 2938 Sanibel Boulevard St. James City, Florida 33956 Florida Document/Registration Number: N/A	Florida sole proprietorship FEI Number: 65-0873074

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

<u>Name and Street Address</u>	<u>Jurisdiction & Entity Type</u>
WATER'S EDGE MOTEL AND APARTMENTS, LLC 2938 Sanibel Boulevard St. James City, Florida 33956 Florida Document/Registration Number: _____	Florida limited liability company FEI Number: applied for

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

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SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1362, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of</u>
<u>Individual</u>		

Angie D. Hall, a Florida
sole proprietorship

Angie D. Hall

Angie D. Hall, sole proprietor

Water's Edge Motel and Apartments
LLC, a Florida limited liability
company

Angie D. Hall

Angie D. Hall, managing member

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AGREEMENT AND PLAN OF MERGER

of

ANGIE D. HALL, a Florida sole proprietorship

into

WATER'S EDGE MOTEL AND APARTMENTS, a Florida limited liability company

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

Name

Jurisdiction

Angie D. Hall
2938 Sanibel Boulevard
St. James City, Florida 33956
Florida Document/Registration Number: N/A
hereinafter referred to as "HALL".

Florida sole proprietorship

FEI Number: 65-0873074

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SECOND: The exact name and jurisdiction of the surviving party are as follows:

Name

Jurisdiction

WATER'S EDGE MOTEL AND APARTMENTS, LLC, A Florida limited liability company
2938 Sanibel Boulevard
St. James City, Florida 33956
Florida Document/Registration Number: _____ FEI Number: applied for
hereinafter referred to as "the LLC" or the "Surviving Entity."

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

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A. Filings: Effects of Merger.

1. Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by HALL and the LLC and (b) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed and recorded in accordance with the law of the State of Florida. The Merger shall become effective on the date of filing.

2. Certain Effects of Merger. HALL, as a sole proprietorship, owns and operates the motel and apartment units more particularly described as follows:

See Attached Exhibit "A"

The assets of the sole proprietorship consist of the land, motel and apartment units and the associated tangible personal property in the motel and apartment units. Liabilities associated with those units are taxes and a First Mortgage, Note and lien with New Buffalo Savings Bank, 45 North Whittaker Street, New Buffalo, MI 49117-1199. All references herein to the assets and liabilities of HALL shall be limited to the real property and associated business as set forth above, and the merger shall in no way affect any other business or personal assets or liabilities of Angie D. Hall. On the effective date, the separate existence of HALL shall cease and HALL shall be merged into the LLC which, as the Surviving Entity, shall possess all of the rights, privileges, powers, and franchises of HALL, and all property, real, personal, and mixed, used by HALL and all debts due to HALL on whatever account, and all other things in action or belonging to HALL, including but not limited to the real property situated in Lee County, Florida, described above shall be vested in the LLC as the Surviving Entity; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Entity as they were of HALL, and the title to the real estate described above vested by deed or otherwise, under the laws of Florida or any other jurisdiction, in HALL, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of HALL shall be preserved unimpaired, and all debts, liabilities, and duties of HALL shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities, and duties has been incurred or contracted by it. At any time, or from time to time, after the Effective Date, HALL or the members or managers of the Surviving Entity, may, in the name of HALL, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Entity title to and possession of all HALL'S property, rights, privileges, powers, franchises, immunities, and interest and otherwise to carry out the purposes of this Agreement.

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3. Name of Surviving Entity: Articles of Organization

3.1 Name of Surviving Entity. The name of the Surviving Entity from and after the Effective Date shall be WATER'S EDGE MOTEL AND APARTMENTS, LLC, a Florida limited liability company.

3.2 Articles of Organization. The Articles of Organization of the LLC as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Organization of the Surviving Entity until changed or amended as provided by law.

4. Miscellaneous

4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the filing of the Merger, and whether before or after approval of this Agreement of Merger by HALL, if HALL or the Surviving Entity duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

FOURTH:

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

All of the outstanding interests in HALL shall be converted, in the aggregate, into 100 Units of Ownership in the LLC.

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

No rights to acquire interests in the merged party are outstanding.

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Not applicable.

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SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Angie D. Hall, Managing Member
4922 Hidden Oaks Trail
Sarasota, FL 34232

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Not applicable.

EIGHTH: Other provisions, if any, relating to the merger:

None.

In Witness Whereof, the undersigned have executed this agreement on January 3rd 2003, to be effective upon filing.

Angie D. Hall
ANGIE D. HALL
Sole Proprietor

WATER'S EDGE MOTEL AND APARTMENTS,
LLC
a Florida limited liability company

By: Angie D. Hall
Angie D. Hall, as
Managing Member

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CLERK OF CIRCUIT
TALLAHASSEE, FLORIDA

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EXHIBIT "A"

Lots 9, 9A, 10, 12 and the North $\frac{1}{2}$ of Lot 13, Block E, Unit L, GULFHAVEN, a subdivision, according to the plat thereof recorded in Plat Book 9, Pages 80, 81 and 82, of the Public Records of Lee County, Florida.

AND

All of Lot 11, Block E, Unit L, GULFHAVEN, a subdivision, according to the plat thereof recorded in Plat Book 9, Pages 80, 81 and 82, of the Public Records of Lee County, Florida, EXCEPT: From the Northwest corner of Lot 10, Block E, Unit L, of GULFHAVEN Subdivision, as recorded in Plat Book 9, Page 80, Public Records of Lee County, Florida, go North $24^{\circ}43'$ East along the Easterly line of Sanibel Boulevard a distance of 284.32 feet to the point of beginning of the lands herein described; from said point of beginning continue North $24^{\circ}43'$ East along the Easterly side of Sanibel Boulevard a distance of 130.25 feet to the point of curve of a to the right; thence along said curve to the right having for its component parts a radius of 20 feet and a tangent of 70.06 feet for an arc distance of 51.71 feet to a point of tangency; thence South $7^{\circ}09'$ East along the Westerly side of Pine Island Boulevard a distance of 130.70 feet; thence go North $80^{\circ}50'00''$ West a distance of 110.12 feet to the Point of Beginning.

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