

L030000002800

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

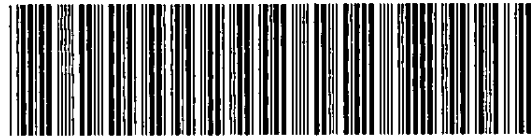
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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B. KOHR

JUN - 7 2010

EXAMINER

10 JUN - 3 AM 11:22
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

| | |
|-----------------------------|----------|
| SQUIRE, SANDERS & DENPSEY | |
| Requester's Name | |
| 215 S. MONROE ST. SUITE 601 | |
| Address | |
| TALLAHASSEE 32301 | 222.2300 |
| City/State/Zip | Phone # |

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. SHERIDAN 87 LLC L03000002800
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

EFFECTIVE DATE 6/15/2010

- ☒ Walk in ☐ Pick up time 2:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

IF YOU HAVE ANY QUESTIONS
PLEASE CONTACT MYLENE GLEASON
AT 222.2300. THANK YOU.

CR2B031(7/97)

Examiner's Initials

EFFECTIVE DATE 6/15/2010

**Articles of Merger
SHERIDAN 87, LLC
a Florida limited liability company
INTO
GREEN PALM HOLDINGS, LLC
a United States Virgin Islands Limited Liability Company**

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SHERIDAN 87, LLC, a Florida limited liability company ("Non-Surviving Entity") and GREEN PALM HOLDINGS, LLC, a United States Virgin Islands limited liability company ("Surviving Entity") do hereby certify as follows in accordance with Section 608.4382, Florida Statutes:

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|---------------------------------|-----------------------|----------------------------------|
| <u>Sheridan 87 LLC</u> | <u>Florida</u> | <u>limited liability company</u> |
| <u>Green Palm Holdings, LLC</u> | <u>Virgin Islands</u> | <u>limited liability company</u> |

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|---------------------------------|-----------------------|----------------------------------|
| <u>Green Palm Holdings, LLC</u> | <u>Virgin Islands</u> | <u>limited liability company</u> |

THIRD: The Plan of Merger attached as Exhibit A and made a part hereof (the "Plan of Merger") was approved by the Non-Surviving Entity formed under the laws of the State of Florida that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by the Surviving Entity formed under the laws of the U.S. Virgin Islands that is a party to the merger in accordance with the applicable provisions of Title 13 Virgin Islands Code §1904 et seq.

FIFTH: The effective date of the merger shall be June 15, 2010, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.

SIXTH: If the Surviving Entity is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

One Hibiscus Alley, St. Thomas, US Virgin Islands 00802

SEVENTH: If the Surviving Entity is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the Surviving Entity is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: One Hibiscus Alley, St. Thomas, US Virgin Islands 00802

Mailing address: One Hibiscus Alley, St. Thomas, US Virgin Islands 00802

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: The Articles of Organization of the Surviving Entity were filed with the Office of the Lieutenant Governor of the Virgin Islands on September 30, 2005, and said Articles of Organization shall remain the Articles of Organization for the Surviving Entity.

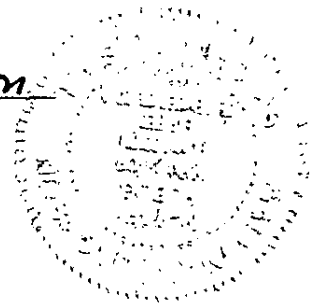
TENTH: Signature(s) for Each Party:

| Name of Entity/Organization: | Signature(s): | Typed or Printed Name of Individual: |
|---------------------------------|----------------------------------------|-----------------------------------------|
| <u>Green Palm Holdings, LLC</u> | <u><i>Myron A. Allick, Trustee</i></u> | |
| _____ | _____ | _____ |

STATE OF U.S. Virgin Island
COUNTY OF ST. Croix

BEFORE ME, the undersigned authority, on this 7th day of May, 2010, personally appeared Myron A. Allick the manager of Green Palm Holdings, LLC, who being by me first duly sworn, declared that he is the person who signed the foregoing document and that the statements contained in these Articles of Merger are true.

Malvina Jackson
Notary Public
Sept. 28, 2013
NP #072-09



| | | |
|------------------------------|--------------------|-----------------------------------------|
| Name of Entity/Organization: | Signature(s): | Typed or Printed Name of Individual: |
| <u>Sheridan 87 LLC</u> | <u>[Signature]</u> | <u>Jose A. Gonzalez</u> |

STATE OF Florida)
COUNTY OF Miami-Dade) ss:

BEFORE ME, the undersigned authority, on this 26 day of May, 2010, personally appeared Jose A. Gonzalez, an authorized officer of Sheridan 87, LLC who being by me first duly sworn, declared that he is the person who signed the foregoing document and that the statements contained in these Articles of Merger are true.



[Signature]
Notary Public

EXHIBIT A
PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|---------------------------------|-----------------------|----------------------------------|
| <u>Sheridan 87 LLC</u> | <u>Florida</u> | <u>limited liability company</u> |
| <u>Green Palm Holdings, LLC</u> | <u>Virgin Islands</u> | <u>limited liability company</u> |
| _____ | _____ | _____ |

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|---------------------------------|-----------------------|----------------------------------|
| <u>Green Palm Holdings, LLC</u> | <u>Virgin Islands</u> | <u>limited liability company</u> |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

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

The membership interest in Sheridan 87 LLC shall by virtue of the merger
be cancelled.

(Attach additional sheet if necessary)

FOURTH:

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

The membership interest in Sheridan 87 LLC shall by virtue of the merger

be cancelled.

(Attach additional sheet if necessary)

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

N/A

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

In the case of Sheridan 87 LLC, the required number of members specified in the Operating Agreement have approved the Plan of Merger. In the case of Green Palm Holdings LLC, the required number of members specified in the Operating Agreement have approved the Plan of Merger.

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

N/A

(Attach additional sheet if necessary)