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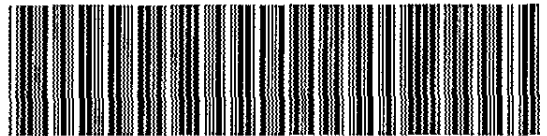
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Key West Seaside LLC

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Signature

Requested by:

Name

Date

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Art of Inc. File

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L.C. File

Fictitious Name File

Trade/Service Mark

✓ Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

✓ Cert. Copy X2

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

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ARTICLES OF MERGER
Merger Sheet

MERGING:

KEY WEST SEASIDE CORPORATION, A FLORIDA ENTITY, P97000070208

INTO

KEY WEST SEASIDE, LLC, a Florida entity, L03000008369

File date: March 7, 2003

Corporate Specialist: Trevor Brumbley

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
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**ARTICLES OF MERGER OF
KEY WEST SEASIDE CORPORATION
WITH AND INTO
KEY WEST SEASIDE, LLC**

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act and Section 608.4382 of the Florida Limited Liability Company Act, KEY WEST SEASIDE, LLC, a Florida limited liability company, as the Surviving Entity in a merger and KEY WEST SEASIDE CORPORATION, a Florida corporation, as the Merging Entity in a merger, hereby submit the following Articles of Merger:

1. **Parties to the Merger:** The names of the entities which are parties to the merger contemplated by these Articles of Merger (the "**Merger**") are Key West Seaside Corporation, a Florida corporation (the "**Merging Entity**"), and Key West Seaside, LLC, a Florida limited liability company. The Surviving Entity in the Merger is Key West Seaside, LLC, a Florida limited liability company (the "**Surviving Entity**").

2. **Plan of Merger:** The plan of merger is set forth in an Agreement and Plan of Merger, dated as of March 5th, 2003, between the Merging Entity and the Surviving Entity (the "**Agreement of Merger**"), a copy of which is attached hereto as Exhibit A.

3. **Approval:** The Agreement of Merger was approved by (a) the Merging Entity in accordance with the applicable provisions of the Florida Business Corporation Act, F.S. Chapter 607, and (b) the Surviving Entity in accordance with the applicable provisions of the Florida Limited Liability Company Act, F.S. Chapter 608.

4. **Effective Date:** The Merger shall become effective immediately upon the filing of these Articles of Merger.

Dated the 6th day of March, 2003.

SURVIVING ENTITY:

KEY WEST SEASIDE, LLC,
a Florida limited liability company

By: [Signature]
Name: R. Butler
Title: MEMBER

MERGING CORPORATION:

KEY WEST SEASIDE CORPORATION,
a Florida corporation

By: [Signature]
Name: R. Butler
Title: president

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") made and entered into this 5th day of March, 2003 by and between **Key West Seaside Corporation**, a Florida corporation with its principal office located at 3900 S. Roosevelt Boulevard, Key West, Florida 33040 (hereinafter referred to as the "Merging Entity"), and **Key West Seaside, LLC**, a Florida limited liability company with its principal office located at 3900 S. Roosevelt Boulevard, Key West, Florida 33040 (hereinafter referred to as the "Surviving Entity").

WITNESSETH:

WHEREAS, the Merging Entity is a corporation duly organized and existing under and by virtue of the laws of the State of Florida;

WHEREAS, the Surviving Entity is a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, pursuant to duly authorized action by the Board of Directors and shareholders (the "Shareholders") of the Merging Entity and by the Members (the "Members") of the Surviving Entity, the Merging Entity and the Surviving Entity have determined that they shall merge (the "Merger") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with Section 608.438 of the Florida Limited Liability Company Act and Section 607.1108 of the Florida Business Corporation Act;

NOW THEREFORE, in consideration of the mutual premises herein contained the Merging Entity and the Surviving Entity hereby agree as follows:

1. **MERGER**. Upon the terms and subject to the conditions set forth herein, on the Effective Date (as defined below) the Merging Entity shall be merged with and into the Surviving Entity, as a single and surviving entity, upon the terms and conditions set forth in this Agreement with the Surviving Entity as the surviving entity of the Merger which shall continue its existence under the laws of the State of Florida as the surviving entity.

2. **EFFECTIVE DATE OF MERGER**. The Merger shall be effective immediately upon the filing of the Articles of Merger with the Florida Department of State (the "Effective Date").

3. **SURVIVING ENTITY**. On and after the Effective Date of the Merger:

(a) The Surviving Entity shall be the surviving entity of the Merger, and shall continue to exist as a limited liability company under the laws of the State of Florida, with all of the rights and obligations of such Surviving Entity as are provided by the Florida Limited Liability Company Act.

EXHIBIT A

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(b) The separate existence of the Merging Entity shall cease, and pursuant to the terms and conditions of Section 608.4383(2), Florida Statutes, its property shall become the property of the Surviving Entity as the surviving entity.

(c) The Surviving Entity shall remain a member managed limited liability company. The names and addresses of the Members are:

Robert A. Butler	3900 S. Roosevelt Boulevard Key West, Florida 33040
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Paul Waldron	3900 S. Roosevelt Boulevard Key West Florida 33040
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4. **ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT.** The terms and conditions of the Merger are as follows:

(a) The Articles of Organization and the Operating Agreement of the Surviving Entity shall continue on and after the Effective Date as the Operating Agreement of the Surviving Entity unimpaired by the Merger.

5. **MANNER AND BASIS OF CONVERTING SHARES OF THE MERGING ENTITY.** The issued and outstanding shares and rights to acquire shares of the Merging Entity shall be converted as follows:

(a) Upon the Effective Date, each and every share of common stock of the Merging Entity and each right to acquire shares of common stock or other securities of the Merging Entity shall be canceled and extinguished and shall no longer be issued or outstanding, and no membership interests in the Surviving Entity will be issued in respect thereof.

(b) The Members of the Surviving Entity shall remain the Members of the Surviving Entity.

6. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and approved by the respective Board of Directors and Shareholders of the Merging Entity or Members of the Surviving Entity. Subsequent to the execution of this Agreement by the duly authorized officers of the Merging Entity and the Surviving Entity, such officers of the Merging Entity and the Surviving Entity shall, and are hereby authorized and directed to, perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.

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7. **MISCELLANEOUS**

(a) **Governing Law.** This Agreement shall be construed in accordance with the laws of the State of Florida.

(b) **Third Party Beneficiaries.** The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the Shareholders of the Merging Entity and the Members of the Surviving Entity, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

(c) **Complete Agreement.** This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

IN WITNESS WHEREOF, Key West Seaside Corporation and Key West Seaside, LLC have caused this Agreement to be executed by their duly authorized officers as of the date first above written.

KEY WEST SEASIDE CORPORATION, a
Florida corporation, the Merging Entity

By: [Signature]
Name: R BUTLER
Title: PRESIDENT

KEY WEST SEASIDE, LLC, a Florida
limited liability company, the Surviving Entity

By: [Signature]
Name: R BUTLER
Title: MEMBER

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FILED

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