

L03000014622

(Requestor's Name)

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☐ PICK-UP

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(Business Entity Name)

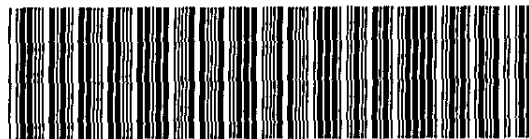
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TALLAHASSEE, FLORIDA

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Sunset Golf, LLC

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- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ☒ Merger File *LLC* _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ___ 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 _____

Signature _____

Requested by: *WC*

Name

Date

Time

Walk-In _____

Will Pick Up _____

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with 608.438, Florida Statutes.

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

Name and Address	Jurisdiction	Entity Type	FEI Number
Bay Beach VIII, LLC 4184 Bay Beach Lane Ft. Myers, Florida 33931	Florida <i>L0200003525</i>	Limited liability company	010636962
Sunset Gulf, L.L.C. 6704 Lone Oak Boulevard Naples, FL 34109	Florida <i>L0300001462</i>	Limited liability company	061717429

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

Name and Address	Jurisdiction	Entity Type	FEI Number
Sunset Gulf, L.L.C. 6704 Lone Oak Boulevard Naples, FL 34110	Florida	Limited liability company	061717429

THIRD: The attached Plan of Merger meets the requirements of section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statute.

FOURTH: The surviving entity has obtained the written consent of each member or person that as a result of the merger is now a member of the surviving entity pursuant to section 608.4381(2), Florida Statutes.

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

SIXTH: The merger shall become effective as of:

The date the Articles of Merger are filed with the Florida Secretary of State.

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

MERGING PARTY

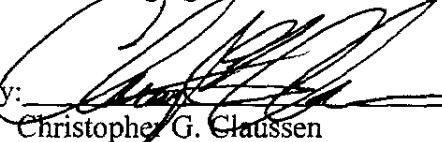
BAY BEACH VIII, LLC, a Florida
Limited liability company

By: **SUNSET GULF, L.L.C.**, a
Florida limited liability
company,
Sole Member

By: 

Robert G. Claussen

Its: Co-Managing Member


By: 

Christopher G. Claussen

Its: Co-Managing Member

SURVIVING PARTY

SUNSET GULF, L.L.C., a Florida
limited liability company

By: 

Robert G. Claussen

Its: Co-Managing Member

By: 

Christopher G. Claussen

Its: Co-Managing Member

PLAN OF MERGER

The following Plan of Merger dated December 9, 2004, which was adopted and approved by each party to the merger in accordance with Section 608.4381 is being submitted in accordance with Section 608.438, Florida Statutes.

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

	<u>Name:</u>	<u>Jurisdiction</u>
(1)	Bay Beach VIII, LLC	Florida
(2)	Sunset Gulf, L.L.C.	Florida

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

<u>Name:</u>	<u>Jurisdiction</u>
Sunset Gulf, L.L.C.	Florida

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

- (a) Any and all membership units of the membership interest of Bay Beach VIII, LLC shall be surrendered to Sunset Gulf, L.L.C. for cancellation, and no membership units representing the membership interests of Sunset Gulf, L.L.C. shall be issued.
- (b) All the issued and outstanding membership interest of Sunset Gulf, L.L.C. shall remain unchanged in the hands of the holder thereof as issued as the outstanding membership interest of Sunset Gulf, L.L.C.
- (c) The Articles of Organization and Operating Agreement of Sunset Gulf, L.L.C. shall remain unchanged until amended or changed as provided therein or as provided by law.
- (d) The separate existence of Bay Beach VIII, LLC shall cease and Sunset Gulf, L.L.C. shall become the owner, without other transfer, of all the rights and property of Bay Beach VIII, LLC and Sunset Gulf, L.L.C. shall become subject to all the liabilities, obligations and penalties of the merged entity.

FOURTH: The designation and number of membership units representing the Membership Interest of Bay Beach VIII, LLC to be merged and the number of

membership units representing the membership interest owned by Sunset Gulf, L.L.C. are as follows:

	Membership Units representing Membership Interests	Number of Membership Units Owned by Sunset Gulf, L.L.C.
Bay Beach VIII, LLC	10,000	10,000

FIFTH: Sunset Gulf, L.L.C., the surviving entity, is to be managed by one or more co-managing members, the names and addresses of the co-managing members are as follows:

Robert G. Claussen
6704 Lone Oak Boulevard
Naples, Florida, 34109

Christopher G. Claussen
6704 Lone Oak Boulevard
Naples, Florida, 34109

SIXTH: The merger shall be effective as of the date of the filing of the Articles of Merger with the Secretary of State of the State of Florida.