

LD30000019016

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000204395 5)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0380
0383

From: Account Name : NELSON - HESSE
Account Number : I19990000187
Phone : (941)366-7550
Fax Number : (941)955-3708

(Please note: merging entity
is a tenancy-in-common;
surviving entity is LLC)

Effective date -
6-15-03

MERGER OR SHARE EXCHANGE

COSTERO, LLC

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$96.25

\$90.00

03 MAY 30 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

RECEIVED
03 MAY 30 PM 2:05
DIVISION OF CORPORATIONS

(((H03000204395 5)))

ARTICLES OF MERGER

of

**David G. B. Lindsay, Robert A. Lindsay, Ann L. Curtis, and Edward H. Lindsay,
a Florida tenancy-in-common
into**

Costero, 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:

Name and Street AddressJurisdiction & Entity Type

David G. B. Lindsay, Robert A. Lindsay,
Ann L. Curtis, and Edward H. Lindsay
350 South Shore Drive
Sarasota, Florida 34234

Florida tenancy-in-common

Florida Document/Registration Number: N/A

FEI Number: N/A

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

Name and Street AddressJurisdiction & Entity Type

Costero, LLC L03000019016
350 South Shore Drive
Sarasota, Florida 34234

Florida limited liability company

Florida Document/Registration Number: L03000019016

FEI Number: 81-0614525

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 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.

SECRETARY OF STATE
-TALLAHASSEE, FLORIDA-

03 MAY 30 PM 3:03

APPROVED
AND
FILED



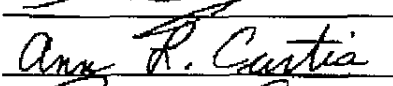
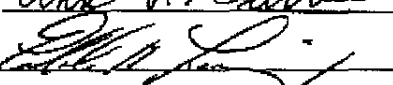
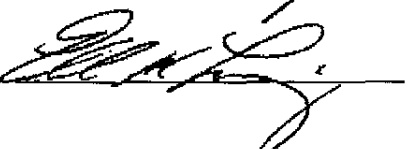
(((H03000204395 5)))

SIXTH: 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.

SEVENTH: The merger shall become effective on June 15, 2003.

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

NINTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
David G. B. Lindsay, Robert A. Lindsay, Ann L. Curtis, and Edward H. Lindsay, a Florida tenancy-in-common		David G. B. Lindsay
		Robert A. Lindsay
		Ann L. Curtis
		Edward H. Lindsay
Costero, LLC, a Florida limited liability company		Edward H. Lindsay, Manager

03 MAY 30 PM 3:03
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

APPROVED
 AND
 FILED

(((H03000204395 5)))

(((H03000204395 5)))

PLAN OF MERGER

of

David G. B. Lindsay, Robert A. Lindsay, Ann L. Curtis, and Edward H. Lindsay,
a Florida tenancy-in-common

into

Costero, LLC, a Florida limited liability company

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:

<u>Name</u>	<u>Jurisdiction</u>
David G. B. Lindsay, Robert A. Lindsay, Ann L. Curtis, and Edward H. Lindsay	Florida

hereinafter referred to as the "Tenancy-in-Common."

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>
Costero, LLC	Florida

hereinafter referred to as "the LLC" or the "Surviving Entity."

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

A. Filings: Effects of Merger.

1. Filing of Certificate of Merger, Effective Date. If (a) this Agreement is adopted by the Tenancy-in-Common 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 June 15, 2003.

2. Certain Effects of Merger. The Tenancy-in-Common owns and leases

(((H03000204395 5)))

APPROVED
AND
FILED
03 MAY 30 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H03000204395 5)))

residential real property located in Sarasota County and Martin County, Florida, as more particularly described in Exhibit A and Exhibit B attached to and incorporated in this Plan of Merger. The assets of the Tenancy-in-Common consist of the aforesaid real property and improvements, and leases dated December 15, 2002 (for the Martin County property) and March 15, 2003 (for the Sarasota County property). None of the real property is subject to a mortgage.

All references herein to the assets and liabilities of the Tenancy-in-Common 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 David G. B. Lindsay, Robert A. Lindsay, Ann L. Curtis, or Edward H. Lindsay. On the effective date, the separate existence of the Tenancy-in-Common shall cease and the Tenancy-in-Common shall be merged into the LLC which, as the Surviving Entity, shall possess all of the rights, privileges, powers, and franchises of the Tenancy-in-Common, and all property, real, personal, and mixed, used by the Tenancy-in-Common and all debts due to the Tenancy-in-Common on whatever account, and all other things in action or belonging to the Tenancy-in-Common, including but not limited to the leases, shall be vested in the LLC as the Surviving Entity. 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 the Tenancy-in-Common, and the title to the real estate described above vested by deed or otherwise, under the laws of Florida or any other jurisdiction, in the Tenancy-in-Common, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Tenancy-in-Common shall be preserved unimpaired, and all debts, liabilities, and duties of the Tenancy-in-Common 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, the Tenancy-in-Common or the members or managers of the Surviving Entity, may, in the name of the Tenancy-in-Common, 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 may be required to perfect in the Surviving Entity title to and possession of all the Tenancy-in-Common's property, rights, privileges, powers, franchises, immunities, and interest, and otherwise to carry out the purposes of this Agreement.

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 Costero, 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 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 the Tenancy-in-Common, if the Tenancy-in-Common or the

(((H03000204395 5)))

03 MAY 30 PM 3:03

APPROVED
AND
FILED

(((H03000204395 5)))

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 the Tenancy-in-Common shall be converted, in the aggregate, into 1,000 Units of Ownership in the LLC.

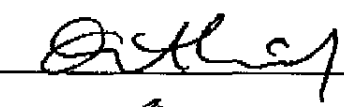
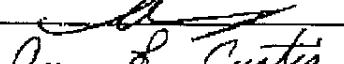
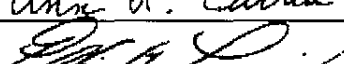
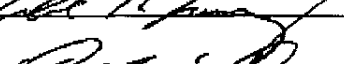

B. The manner and basis of converting rights to acquire interests, shares, obligations or securities of each merged party into rights to acquire interests, shares, obligations or securities of the surviving entity, in whole or in part, or into cash or other property are as follows:

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

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

Edward H. Lindsay, 350 South Shore Drive, Sarasota, FL 34234.

In Witness whereof, the undersigned have executed this agreement, to be effective upon filing.

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
David G. B. Lindsay, Robert A. Lindsay, Ann L. Curtis, and Edward H. Lindsay, a Florida tenancy-in-common		David G. B. Lindsay
		Robert A. Lindsay
		Ann L. Curtis
		Edward H. Lindsay
Costero, LLC, a Florida limited liability company		Edward H. Lindsay, Manager

(((H03000204395 5)))

03 MAY 30 PM 3:03
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

APPROVED
 AND
 FILED

((H03000204395 5)))

Exhibit to Plan of Merger

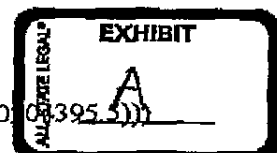
Land situated in Sarasota County, Florida, described as:

Lot 15 and the West 1/2 of Lot 16, Resubdivision of Block M, of Sapphire Shores, as per plat thereof recorded in Plat Book 6, Page 78, of the Public Records of Sarasota County, Florida, said West 1/2 of Lot 16 above mentioned being further described as follows. Begin at a point where the dividing line between Lots 15 and 16 intersects South Shore Drive and run thence Southeasterly and along South Shore Drive, a distance of 43 feet, to Point A, run thence Northwesterly along the line last run to the Point of Beginning, run thence Southwesterly along the line dividing Lots 15 and 16 to the waters of Sarasota Bay, run thence Southeasterly and along the seawall fronting Sarasota Bay to a point equal distance from the side lines of Lot 16, run thence Northeasterly in a straight line to Point A.

Subject to conditions, restrictions, reservations, limitations, and easements of record; zoning and other regulatory ordinances; and taxes for the year 2003 and subsequent years.

APPROVED
AND
FILED
03 MAY 30 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H03000204395 5)))



((H03000204395 5)))

Exhibit to Plan of Merger

Land situated in Martin County, Florida, described as:

Parcel 1: Lot W-28, PORT SEWALL, according to the plat thereof filed November 18, 1913, and recorded in Plat Book 3, Page 8, Palm Beach County, Florida, Public Records, excepting therefrom the following described parcel:

Beginning at that point where the common boundary line between Lots W-27 and W-28, PORT SEWALL, according to the plat thereof recorded in Plat Book 3, Page 8, Palm Beach (now Martin) County, Florida, Public Records, intersects the Easterly right-of-way line of St. Lucie Boulevard (formerly North St. Lucie Avenue), (1) thence run South 36° West along the Westerly line of said Lot W-28, which borders St. Lucie Boulevard a distance of forty (40) feet; (2) thence run South 58°17'52" East two hundred seventeen and one-half (217.5) feet more or less to the waters of North Lake; (3) thence meander the waters of said North Lake in a Northerly direction to said common boundary line of Lots W-27 and W-28, PORT SEWALL; (4) thence run North 54° West along the last said line to the point and place of beginning.

Parcel 2: For a Point of Reference, Commence at the intersection of the Southeasterly right of way of St. Lucie Boulevard and the line between Lot W-28 and Lot W-29 as shown on the Plat of Port Sewall, filed November 18, 1913 in the Records of Palm Beach (now Martin) County, Florida, Plat Book 3, Page 8; thence run S 53°54'35" E along said line dividing Lots W-28 and W-29, a distance of 240.00 feet to the Point of Beginning of the parcel herein described; thence at perpendicular to the previous course run S 36°05'25" W a distance of 3.50 feet to a point; thence run S 53°54'35" E parallel with and 3.50 feet from the aforesaid line dividing Lots W-28 and W-29, a distance of 216 feet more or less to the waters edge of North Lake; thence meander the waters edge in a North and Easterly direction to an intersection with the line dividing Lots W-28 and W-29; thence run N 53°54'35" W along said dividing line a distance of 215' more or less to the Point of Beginning.

SUBJECT TO conditions, restrictions, reservations, limitations and easements of record; zoning and other regulatory ordinances; and taxes for the year 2002 and subsequent years.

Parcel 1 I.D. No. 37-38-41-004-500-0028020000

