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Florida Department of State Division of Corporations Electronic Filing Cover Sheet

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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : SALVATORI & WOOD, BUCKEL, PL
Account Number : I20030000112
Phone : (239) 552-4100
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MERGER OR SHARE EXCHANGE Lake Lincoln, LLC

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$58.75

\$80.00

T. CLINE
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EXAMINER

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Lake Lincoln, LLC
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

C. Lane Wood
Contact Person
Salvatori, Wood & Buckel
Firm/Company
9132 Strada Place, Fourth Floor
Address
Naples, FL 34108
City, State and Zip Code
scs@swbnaples.com
E-mail address: (to be used for future annual report notification)

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For further information concerning this matter, please call:

C. Lane Wood at (239) 552-4100
Name of Contact Person Area Code and Daytime Telephone Number

Certified copy (optional) \$30.00

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 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>
LOS-20851 Waterway, LLC	Florida	Limited Liability Company
Lake Lincoln, LLC	Florida	Limited Liability Company

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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>
Lake Lincoln, LLC	Florida	Limited Liability Company

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THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, 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 party 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:

SEVENTH: If the survivor 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 entitles under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party 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: _____

Mailing address: _____

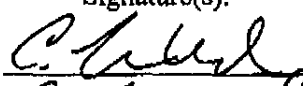
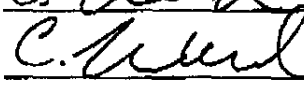
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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595,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

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Waterway, LLC		C. Lane Wood, Esq.
Lake Lincoln, LLC		C. Lane Wood, Esq.

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

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<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

Certified Copy (optional): \$30.00

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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>
Waterway, LLC	Florida	Limited Liability Company
Lake Lincoln, LLC	Florida	Limited Liability Company

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>
Lake Lincoln, LLC	Florida	Limited Liability Company

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

In accordance with Florida statutes, Waterway, LLC shall be merged into Lake Lincoln, LLC. The parties agree to prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner converting the membership interests of Waterway, LLC into membership interests of Lake Lincoln, LLC.

(Attach additional sheet if necessary)

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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:

On the effective date, without any additional action on the part of the parties
hereto, holders of the issued and outstanding membership interests of Waterway,
LLC shall be issued membership interests equal to one-half (1/2) of the total
outstanding membership interests in Lake Lincoln, LLC after the merger.
The membership interests of Waterway, LLC, following this exchange, shall be
canceled without payment of any additional consideration.

(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)

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

100% of all members of each entity have voted in the affirmative to approve
the merger of the companies as set forth herein.

(Attach additional sheet if necessary)

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

The Articles of Organization and Operating Agreement of the surviving entity
shall continue to be the governing documents of the surviving entity and bind
all members of the surviving entity after merger.

(Attach additional sheet if necessary)

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