

DEC-18-06 ON 12:55 PM BROAD AND CASSEL

FAX NO: 561 483 7800

P. 02

Division of Corporations

Page 1 of 1

L03 000037579

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

No : 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.

(((H06000296954 3)))



H060002969543ABC8

No : 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

From:

Account Name : BROAD AND CASSEL (BOCA RATON)
Account Number : 076376001555
Phone : (561) 483-7000
Fax Number : (561) 218-8960

2006 DEC 18 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

RECEIVED

06 DEC 19 AM 8:00

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

NORTHSIDE MARINA VENTURE LLC

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$105.00

\$100

Electronic Filing Menu

Corporate Filing Menu

Help

<https://efile.unbiz.org/scripts/efilecovr.exe>

L03-37579
al

12/18/2006

DEC-18-08 ON 12:55 PM BROAD AND CASSEL

FAX NO. 561 483 7000

P. 01



3377 GLADYS ROAD
SUITE 300
BOCA RATON, FLORIDA 33434
TELEPHONE: 561.483.7000
FACSIMILE: 561.483.7321
www.broadandcassel.com

TELECOPIER TRANSMITTAL

DATE: December 18, 2008

TO:	COMPANY:	TELECOPIER NO.	CONFIRMATION PHONE NO.
DEPARTMENT STATE	Division of Corporations	1-(850)205-0380	

FROM: MYRTHA LADOTTE

TOTAL NUMBER OF PAGES: 8

CLIENT/MATERIAL:

NO HARD COPY WILL FOLLOW

MESSAGE:

Please see attached Articles of Merger for filing. Thank you.

FILED
2008 DEC 18 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE NOTIFY US IMMEDIATELY IF ALL PAGES WERE NOT RECEIVED AT 561.483.7000

FAX ORATOR: FIRST ATTEMPT: SECOND ATTEMPT:

THE INFORMATION CONTAINED IN THIS TRANSMISSION IS ATTORNEY-CLIENT PRIVILEGED AND CONFIDENTIAL. IT IS INTENDED FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS IS NOT THE INTENDED RECIPIENT, YOU ARE NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPY OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

BOCA RATON • DESTIN • FT. LAUDERDALE • MIAMI • ORLANDO • TALLAHASSEE • TAMPA • WEST PALM BEACH

Fax At # Number: H05000296954 3

ARTICLES OF MERGER

OF

ALTMAN HARBORAGE YACHT CLUB GP, LLC,
a Florida limited liability company
(Document # L05000004566)

and

NORTHSIDE MARINA VENTURE LLC
a Florida limited liability company
(Document # L03000037579)

Pursuant to the provisions of the Florida Limited Liability Company Act governing the merger of Florida entities, the entities hereinafter named do hereby adopt the following Articles of Merger:

1. The names of the merging entities are **ALTMAN HARBORAGE YACHT CLUB GP, LLC** (the "Disappearing Entity"), which is a limited liability company organized under the laws of the State of Florida, the existence of which will cease, and **NORTHSIDE MARINA VENTURE LLC** (the "Surviving Entity"), which is a limited liability company organized under the laws of the State of Florida, and which shall be the surviving entity.

2. The Agreement and Plan of Merger for merging the Disappearing Entity with and into the Surviving Entity is attached hereto as Exhibit "A".

3. The merger shall be effective as of the date of filing of these Articles of Merger with the Florida Department of State.

4. The Agreement and Plan of Merger was approved and adopted by the Disappearing Entity and the Surviving Entity in accordance with the applicable provisions of the Florida Limited Liability Company Act.

5. The Surviving Entity will continue to exist under the name "**NORTHSIDE MARINA VENTURE LLC**" pursuant to the provisions of the laws of the State of Florida.

(SIGNATURES APPEAR ON FOLLOWING PAGE)

xx Audit Number: H05000296954 3
C:\WORK\SECRET\000001
12/22/06

2006 DEC 18 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

DEC-18-06 12:56 PM BROAD AND CASSEL

FAX NO. 561 483 7000

P. 04


Fax A Jit Number: H06000296954 3

DISAPPEARING ENTITY:

ALTMAN HARBORAGE YACHT CLUB
GP, LLC, a Florida limited liability
company

By: The Altman Companies, Inc., a Michigan
corporation

Its: Manager

By: 
Name: Timothy A. Petersen
Title: Vice President

26 DEC 18 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


FILED

SURVIVING ENTITY:

NORTHSIDE MARINA VENTURE LLC,
a Florida limited liability company

By: Altman Development Corporation,
a Michigan corporation

Its: Manager

By: 
Name: Timothy A. Petersen
Title: Chief Financial Officer

ix Audit Number: H06000296954 3
C:\CORPSEC\2015081
K0007:BJ

Tax A Lit Number: H06000296954 3

EXHIBIT "A"
Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER
OF
ALTMAN HARBORAGE YACHT CLUB GP, LLC
a Florida limited liability company
and
NORTHSIDE MARINA VENTURE LLC
a Florida limited liability company

2006 DEC 18 AM 8:20
SECRETARY OF
TALLAHASSEE, FL

FILED

THIS AGREEMENT AND PLAN OF MERGER by and between **ALTMAN HARBORAGE YACHT CLUB GP, LLC** (the "Disappearing Entity"), which is a limited liability company organized under the laws of the State of Florida, and **NORTHSIDE MARINA VENTURE LLC** (the "Surviving Entity"), which is a limited liability company organized under the laws of the State of Florida, as approved by the managing member of each of the Disappearing Entity and the Surviving Entity:

WITNESSETH:

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

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

WHEREAS, the Manager and Member of the Disappearing Entity and the Manager and Members of the Surviving Entity believe that the merger of the Disappearing Entity into the Surviving Entity would be advantageous and beneficial to the members of both entities; and

WHEREAS, the Disappearing Entity and the Surviving Entity have agreed that the Disappearing Entity shall merge into the Surviving Entity upon the terms and conditions and in the manner set forth in this Agreement and Plan of Merger and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, promises, guarantees and representations contained in this Agreement and Plan of Merger and in order to consummate the transaction described above, the Disappearing Entity and the Surviving Entity, the constituent entities to this Agreement and Plan of Merger, agree as follows:

1. The Disappearing Entity shall be merged with and into the Surviving Entity. The laws of the State of Florida permit such a merger.

Tax Audit Number: H06000296954 3
ENCLOSURE
5/20/07 6/1

Fax Audit Number: H06000296954 3

2. Upon the approval and adoption of this Agreement and Plan of Merger, Articles of Merger complying with the applicable provisions of the Florida Limited Liability Company Act shall be duly executed by the managing member of each of the Disappearing Entity and the Surviving Entity, and shall be filed with the Florida Department of State.

3. The Surviving Entity shall continue its existence under the name of "NORTHSHORE MARINA VENTURE LLC" pursuant to the provisions of the Florida Limited Liability Company Act.

4. The separate existence of the Disappearing Entity shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Florida.

5. The capital and profits of the Disappearing Entity are owned, directly or indirectly, entirely by the Surviving Entity. Accordingly, as a result of the merger the issued and outstanding ownership interests in the Disappearing Entity shall not be exchanged in any manner or any consideration paid therefor, but from and after the effective date of the merger they shall be deemed to no longer be outstanding. The issued and outstanding ownership interests in the Surviving Entity shall not be exchanged in any manner or any consideration paid therefor, and from and after the effective date of the merger they shall remain issued and outstanding in the same percentages as they were prior to the merger.

6. Neither the Disappearing Entity nor the Surviving Entity has issued and outstanding any rights to acquire any interests therein; accordingly, no conversion or exchange shall occur with respect to any such rights as a result of the merger.

7. The Articles of Organization of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the applicable provisions of Florida law.

8. The Operating Agreement of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed therein or by the applicable provisions of Florida law.

9. The Members of the Surviving Entity upon the effective date of the Merger shall continue to be Members of the Surviving Entity.

10. The Manager of the Surviving Entity upon the effective date of the merger shall continue to be the Manager of the Surviving Entity. The Manager's name is Altman Development Corporation, 1515 So. Federal Highway, Suite 300, Boca Raton, Florida 33432.

11. The Disappearing Entity and the Surviving Entity hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

12. The Manager of each of the Disappearing Entity and the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents

1. Fax Audit Number: H06000296954 3
 2. DISCOUNTED
 3. 00000000

2008 DEC 18 AM 8:00
 SECRETARY OF STATE
 TALLAHASSEE, FL

FILED

Fax At It Number: H05000296954 3

which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger for the merger provided herein.

13. This Agreement and Plan of Merger shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

14. This Agreement and Plan of Merger may be executed in one or more counterparts, each of which will be deemed original and all of which together will constitute one and the same instrument.

15. This Agreement and Plan of Merger is effective as the date of filing the Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, the duly authorized representatives of the constituent entities have executed this Agreement and Plan of Merger as of the 31st day of October, 2006.

SURVIVING ENTITY:

NORTHSIDE MARINA VENTURE LLC,
a Florida limited liability company

By: Altman Development Corporation, a
Michigan corporation

Its: Manager

By: 

Name: Timothy A. Peterson
Title: Chief Financial Officer

DISAPPEARING ENTITY:

ALTMAN HARBORAGE YACHT CLUB
GP, LLC, a Florida limited liability
company

By: The Altman Development Companies,
Inc., a Michigan corporation

Its: Manager

By: 

Name: Timothy A. Peterson
Title: Chief Financial Officer

ix Audit Number: H05000296954 3
01100RPELO02015PA1
10002278 01

FILED

2006 DEC 18 AM 8:20
CLERK OF STATE
TALLAHASSEE, FLORIDA

Fax Audit Number: H06000296954 3

Agreement and Plan of Merger

**AGREEMENT AND PLAN OF MERGER
OF
ALTMAN HARBORAGE YACHT CLUB GP, LLC
a Florida limited liability company
and
NORTHSIDE MARINA VENTURE LLC
a Florida limited liability company**

2006 DEC 18 AM 2:00
SECRETARY OF
TALLAHASSEE

FILED

THIS AGREEMENT AND PLAN OF MERGER by and between ALTMAN HARBORAGE YACHT CLUB GP, LLC (the "Disappearing Entity"), which is a limited liability company organized under the laws of the State of Florida, and NORTHSIDE MARINA VENTURE LLC (the "Surviving Entity"), which is a limited liability company organized under the laws of the State of Florida, as approved by the managing member of each of the Disappearing Entity and the Surviving Entity:

WITNESSETH:

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

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

WHEREAS, the Manager and Member of the Disappearing Entity and the Manager and Members of the Surviving Entity believe that the merger of the Disappearing Entity into the Surviving Entity would be advantageous and beneficial to the members of both entities; and

WHEREAS, the Disappearing Entity and the Surviving Entity have agreed that the Disappearing Entity shall merge into the Surviving Entity upon the terms and conditions and in the manner set forth in this Agreement and Plan of Merger and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, guarantees and representations contained in this Agreement and Plan of Merger and in order to consummate the transaction described above, the Disappearing Entity and the Surviving Entity, the constituent entities to this Agreement and Plan of Merger, agree as follows:

1. The Disappearing Entity shall be merged with and into the Surviving Entity. The laws of the State of Florida permit such a merger.

2. Upon the approval and adoption of this Agreement and Plan of Merger, Articles of Merger complying with the applicable provisions of the Florida Limited Liability Company Act shall be duly executed by the managing member of each of the Disappearing Entity and the Surviving Entity, and shall be filed with the Florida Department of State.

Ax Audit Number: H06000296954 3
DONCORP/REC03/151
2006/12/18

Fax Audit Number: H06000296954 3

3. The Surviving Entity shall continue its existence under the name of "NOR INSIDE MARINA VENTURE LLC" pursuant to the provisions of the Florida Limited Liability Company Act.

4. The separate existence of the Disappearing Entity shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Florida.

5. The capital and profits of the Disappearing Entity are owned, directly and indirectly, entirely by the Surviving Entity. Accordingly, as a result of the merger the issued and outstanding ownership interests in the Disappearing Entity shall not be exchanged in any manner or any consideration paid therefor, but from and after the effective date of the merger they shall be deemed to no longer be outstanding. The issued and outstanding ownership interests in the Surviving Entity shall not be exchanged in any manner or any consideration paid therefor, and from and after the effective date of the merger they shall remain issued and outstanding in the same percentages as they were prior to the merger.

6. Neither the Disappearing Entity nor the Surviving Entity has issued and outstanding any rights to acquire any interests therein; accordingly, no conversion or exchange shall occur with respect to any such rights as a result of the merger.

7. The Articles of Organization of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the applicable provisions of Florida law.

8. The Operating Agreement of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed therein or by the applicable provisions of Florida law.

9. The Members of the Surviving Entity upon the effective date of the Merger shall continue to be Members of the Surviving Entity.

10. The Manager of the Surviving Entity upon the effective date of the merger shall continue to be the Manager of the Surviving Entity. The Manager's name is Altman Development Corporation, 1515 So. Federal Highway, Suite 300, Boca Raton, Florida 33432.

11. The Disappearing Entity and the Surviving Entity hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

12. The Manager of each of the Disappearing Entity and the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger for the merger provided herein.

13. This Agreement and Plan of Merger shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

Fax Audit Number: H06000296954 3ENCLOSURE
12/18/06

FILED

2006 DEC 18
SECRET
TALMADGE
NOV 10 8:20

Fax Audit Number: H06000296954 3

14. This Agreement and Plan of Merger may be executed in one or more counterparts, each of which will be deemed original and all of which together will constitute one and the same instrument.

15. This Agreement and Plan of Merger is effective as the date of filing the Articles of Merger with the Florida Department of State.


IN WITNESS WHEREOF, the duly authorized representatives of the constituent entities have executed this Agreement and Plan of Merger as of the 15th day of October, 2008.

SURVIVING ENTITY:

NORTHSIDE MARINA VENTURE LLC
a Florida limited liability company

By: Altman Development Corporation, a
Michigan corporation

Its: Manager


By: 
Name: Timothy A. Peterson
Title: Chief Financial Officer

DISAPPEARING ENTITY:

**ALTMAN HARBORAGE YACHT CLUB
GP, LLC**, a Florida limited liability
company

By: The Altman Development Companies,
Inc., a Michigan corporation

Its: Manager

By: 
Name: Timothy A. Peterson
Title: Chief Financial Officer

Fax Audit Number: H06000296954 3

DE1000P50301014.1
09/30/08, 10:01

FILED

2008 DEC 18 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA