

Nov 30, 2004 10:35AM No. 867 Ep. 1

L04000012087

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.

(((H04000235144 3)))

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

From: Account Name : RICHARD P. PETERMANN
Account Number : I19990000049
Phone : (850) 243-8194
Fax Number : (850) 243-9692

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 NOV 30 AM 8:07

MERGER OR SHARE EXCHANGE

GDC VIEW, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$113.75

12/01/04

90.00

Electronic Filing Menu

Corporate Filing

Public Access Help

9p

<https://efile.sunbiz.org/scripts/efilcovr.exe>

11/29/2004





FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 30, 2004

RICHARD P. PETERMANN

SUBJECT: GDC VIEW, L.L.C.
REF: L04000012087

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Pursuant to section 608.438(3)(a), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

FAX Aud. #:
Letter Number: 304200067029

FILED
2004 NOV 30 PM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations • P.O. BOX 6327 • Tallahassee, Florida 32314

B04000235144 3

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 608.4382 of the Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the sole merging party (the "Merging Entity") is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
GDLTD II, LLC 9815 Highway 98 West Destin, Florida 32550	Florida	Limited Liability Company

Florida Document/Registration Number L04000083018

FEI Number: 20-1926825

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party (the "Surviving Entity") is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
GDC View, LLC 9815 Highway 98 West Destin, Florida 32550	Florida	Limited Liability Company

Florida Document/Registration Number: L04000012087

FEI Number: 20-1483878

THIRD: The attached Agreement and Plan of Merger set forth as Exhibit "A" (the "Agreement") meets the requirements of Section 608.438 of the Florida Statutes, and was approved by each of the Merging Entity and the Surviving Entity in accordance with Chapters 607, 608, and 620 of the Florida Statutes.

FOURTH: The Agreement is on file at the principal place of business of the Surviving Entity, which is 9815 Highway 98 West, Destin, Florida 32550.

FIFTH: A copy of the Agreement will be furnished by the Surviving Entity on request and without cost, to any person holding an interest in GDC View, LLC.

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

B04000235144 3

ATLL201 11570412

FILED
2004 NOV 30 PM 3:02
CLERK OF STATE
TALLAHASSEE, FLORIDA

B04000235144 3

SEVENTH: The managing member of the Surviving Entity shall be **GDC DEVELOPMENT, INC.**, a Florida corporation, whose address is 9815 Highway 98 West, Destin, Florida 32550.

EIGHTH: The merger shall become effective on the date of the filing of these Articles of Merger.

NINTH: The Articles of Merger comply and were executed in accordance with the laws of Florida.

[Remainder of page intentionally left blank]

FILED
2004 NOV 30 AM 3 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B04000235144 3

H04000235144 3

SIGNATURE FOR EACH PARTY:

MERGING ENTITY:

GDLTD II, LLC

By: Grand Dunes, Ltd., a Florida limited partnership, as
sole managing member

By: Grand Dunes Development, Inc., a Florida corporation,
as general partner

By: 
Paul Freeman, President

SURVIVING ENTITY:

GDC VIEW, LLC., a Florida limited liability company

By: GDC Development, Inc., a Florida corporation, as
sole managing member

By: 
Brad Berman, Vice President

RECEIVED
2004 NOV 30 PM 9 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H04000235144 3

Nov. 30. 2004 10:36AM

No.0603 P. 6

HO4000235144 3

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

[Attached]

2004 NOV 30 PM 3 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HO4000235144 3

ATLTD01 1157041.2

H04000235144 3

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made this 22 day of November, 2004, by and between **GDLTD II, LLC**, a Florida limited liability company ("GDLTD II"), and **GDC VIEW, LLC**, a Florida limited liability company ("GDC View").

WHEREAS, the respective manager of GDC View and the manager of GDLTD II deem it to be in the best interests of such limited liability companies that GDLTD II be merged with and into GDC View (the "Merger"), with GDC View being the surviving entity (the "Surviving Entity"); and

WHEREAS, Section 608.4381 of the Florida Statutes provides for and authorize the Merger (collectively, the "Merger Statute");

THEREFORE, GDLTD II shall, pursuant to and with the effects provided in the applicable provisions of the Merger Statute, merge with and into the Surviving Entity, the partnership existence of which shall be continued, and thereafter the existence of GDLTD II shall cease. The terms and conditions of the Merger and the mode of carrying it into effect shall be as follows:

1. The acts and things required to be done by the Merger Statute to make this Agreement effective, including the filing of articles of merger with the Secretary of State of Florida (the "Articles"), shall be attended to and done by the proper representatives of GDC View and GDLTD II as soon as practicable.

2. The Merger shall be effective on the first day upon which both the Articles have been filed (the "Effective Date").

3. On the Effective Date, the Partnership Agreement of GDC View shall become the partnership agreement of the Surviving Entity.

4. Upon the Merger becoming effective, the members of the Surviving Entity shall continue to be the members of the Surviving Entity.

5. On the Effective Date, the separate existence of GDLTD II shall cease and the Surviving Entity shall possess all of the rights, privileges, immunities, powers and franchises of a public and private nature, of GDLTD II and the Surviving Entity; all property, real, personal and mixed, all debts due on whatever account, all other choses in action, and all and every other interest of or belonging to or due to GDLTD II shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed, and the title to any real estate or any interest therein vested in either of GDLTD II or the Surviving Entity shall not revert or be in any way impaired by reason of the Merger; the Surviving Entity shall

B04000235144 3

thereafter be responsible and liable for all the liabilities, obligations and penalties of GDLTD II and the Surviving Entity; any claim existing or action or proceeding, civil or criminal, pending by or against any of such entities may be prosecuted as if the Merger had not taken place, or the Surviving Entity may be substituted in its place, and any judgment rendered against any of such entities may thereafter be enforced against the Surviving Entity; neither the rights of creditors nor any liens upon the property of GDLTD II or the Surviving Entity shall be impaired by the Merger; and the Surviving Entity consents to being sued and served with process in the State of Florida and irrevocably appoints the Florida Secretary of State as its agent to accept service of process in any proceeding in the State of Florida to enforce against the Surviving Entity any obligation of GDLTD II or to enforce the rights of a dissenting shareholder of GDLTD II.

6. The initial principal office of the Surviving Entity shall have an address of 9815 Highway 98 West, Destin, Florida 32550.

7. This Agreement may be terminated and abandoned by the general partner of GDC View at any time prior to the Effective Date, whether before or after approval by the general partner or manager of either party hereto.

8. At any time before or after approval of this Agreement, and to the extent permitted by law, this Agreement may be modified, amended or supplemented by additional agreements, articles or certificates as may be determined in the judgment of the general partner of GDC View and the manager of GDLTD II to be necessary, desirable or expedient to further the purposes of this Agreement, to clarify the intentions of the parties, to add to or modify the covenants, terms or conditions contained herein, to effectuate or facilitate any consents, approvals, authorizations or permits relating to the Merger, or otherwise to effectuate or facilitate the transactions contemplated by this Agreement.

9. If at any time the Surviving Entity shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest in the Surviving Entity, according to the terms hereof, the title to any property or rights of GDLTD II, the manager of GDLTD II shall and will execute and make all such assignments and assurances, and do all things necessary and proper to vest title in such property or rights in the Surviving Entity, and otherwise to carry out the purposes of this Agreement.

2004 NOV 30 41 39 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HO4000235144 3

IN WITNESS WHEREOF, GDLTD II and GDC View have caused this Agreement to be executed by its duly authorized representatives as of the date and year first above written.

GDLTD II:

GDLTD II, LLC, a Florida limited liability company

By: Grand Dunes, Ltd., a Florida limited partnership,
as managing member

By: Grand Dunes Development, Inc., a Florida
corporation, as general partner

By: 
Paul Freeman, President

GDC VIEW:

GDC VIEW, LLC, a Florida limited liability company

By: GDC Development, Inc., a Florida corporation, as
managing member

By: 
Brad Berman, Vice President

Initial address for notices:

9815 Highway 98 West
Destin, Florida 32550

2004 NOV 30 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HO4000235144 3