

L040000014913Florida Department of State
Division of Corporations
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RE-SUBMIT

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L. SELLERS

FEB - 9 2009

MERGER OR SHARE EXCHANGE**EXAMINER****FONTAINEBLEAU LAS VEGAS II, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	12 10
Estimated Charge	\$50.00

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09 FEB - 4 AM 8:05
TALLAHASSEE, FLORIDA

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February 5, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FONTAINEBLEAU LAS VEGAS II, LLC
2827 PARADISE ROAD
FOURTH FLOOR
LAS VEGAS, NV 89109US

SUBJECT: FONTAINEBLEAU LAS VEGAS II, LLC
REF: L04000014913

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

The Certificate of Merger must be signed by all parties in addition to the Plan of Merger being signed by all parties.

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) 245-6967.

Leslie Sellers
Regulatory Specialist II

FAX Aud. #: B09000025640
Letter Number: 809A00004106

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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>
Fontainebleau Las Vegas II, 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>
Fontainebleau Las Vegas, LLC	Nevada	limited liability company

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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TALLAHASSEE, FLORIDA

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:

2827 Paradise Road, 4th Floor

Las Vegas, NV 89109

Attn: Whitney Thier, Esq

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 entitled 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: 2827 Paradise Road, 4th Floor

Las Vegas, NV 89109

Attn: Whitney Thier, Esq

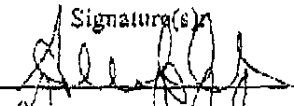
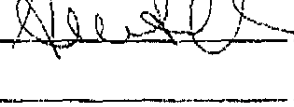
Mailing address: 2827 Paradise Road, 4th Floor

Las Vegas, NV 89109

Attn: Whitney Thier, Esq

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:
Fontainebleau Las Vegas II, LLC		Glenn Schaeffer
Fontainebleau Las Vegas, LLC		Glenn Schaeffer

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
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

<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

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

This Plan of Merger is entered into this 21 day of January, 2009, between Fontainebleau Las Vegas, LLC, a Nevada limited liability company (hereinafter called "FB Las Vegas") and, as the survivor of the Merger provided for herein, called the "Surviving Company"), and Fontainebleau Las Vegas II, LLC, a Florida limited liability company (hereinafter called "FB Las Vegas II"). The parties hereinafter are sometimes collectively called "Constituent Entities."

WITNESSETH

WHEREAS, Both of FB Las Vegas and FB Las Vegas II are wholly-owned subsidiaries of Fontainebleau Las Vegas Holdings, LLC, a limited liability company duly organized and existing under the laws of the State of Nevada ("Holdings"); and

WHEREAS, Holdings, by resolutions duly adopted, has approved this Plan of Merger and declares it to be advisable and in the best interest of the Constituent Entities that FB Las Vegas II merge with and into FB Las Vegas in the manner and upon the terms and conditions set forth herein (the "Merger") pursuant to the applicable provisions of the Nevada Limited Liability Company Act (the "NV Act") and the Florida Limited Liability Company Act (the "FL Act").

NOW, THEREFORE, for the purpose of effecting such Merger and prescribing the terms and conditions thereof and in consideration of the mutual covenants and agreements contained herein, the Constituent Entities intending to be legally bound, hereby covenant and agree as follows:

1. Merger.

Upon compliance with the applicable provisions of the NV Act and the FL Act, at the Effective Time (as defined herein), FB Las Vegas II shall be merged with and into FB Las Vegas and thereupon the separate existence of FB Las Vegas II shall cease and FB Las Vegas shall continue to exist as the "Surviving Company."

2. Terms and Conditions.

The terms and conditions of the Merger, and the mode of carrying the same into effect, are as follows:

(a) Articles of Organization. At the Effective Time, the Articles of Organization of FB Las Vegas, as in effect immediately prior to the Effective Time, shall continue unchanged and shall become the Articles of Organization of the Surviving Company and shall remain in full force and effect unless and until the same shall be subsequently amended, altered or repealed in accordance with applicable law.

(b) Operating Agreement. At the Effective Time, the Amended and Restated Operating Agreement of FB Las Vegas, as in effect immediately prior to the Effective Time, shall continue unchanged and shall become the Operating Agreement of the Surviving Company, and such Agreement shall remain in full force and effect unless and until the same shall be

subsequently amended, altered or repealed in accordance with such Agreement and applicable law.

(c) Managing Members and Officers. At the Effective Time, the managing member and officers, if any, of FB Las Vegas immediately prior to the Effective Time shall be the managing member and officers of the Surviving Company, each to hold office until their respective successors are duly elected or appointed and qualified in the manner provided in the Operating Agreement of the Surviving Company or as otherwise provided by law, or until their earlier death, resignation or removal.

3. Cancellation of Interests.

The membership interests of the Surviving Company shall remain unchanged upon the effective date of the merger. Upon the Effective Time of the merger, all of Holdings ownership interest in FB Las Vegas II shall be cancelled and extinguished.

4. Amendment of Plan.

This Plan of Merger may be amended by the parties hereto by action taken by Holdings at any time prior to the Effective Time; provided, however, that after approval of the Merger by Holdings, no amendment which under applicable law may not be made without the approval of Holdings, in its capacity as the sole member of each of the Constituent Entities, may be made without such approval. No amendment of this Plan of Merger shall be effective unless such amendment is set forth in a written instrument signed by the parties hereto.

5. Effective Time.

The Effective Time of the Merger shall be upon the filing of the Articles of Merger with the Secretary of State of the State of Nevada.

6. State Filings.

The proper officers, if any, and managing-member of the Constituent Entities shall make and execute whatever certificates and documents are required by the State of Nevada and the State of Florida to effect the Merger, and to cause the same to be filed, in the manner provided by law, and to do all things whatsoever, whether within or without the State of Nevada or the State of Florida, which may be necessary and proper to effect such Merger.

7. Effect of Merger.

At the Effective Time:

(a) The separate existence of FB Las Vegas II shall cease and FB Las Vegas shall continue to exist as the Surviving Company.

(b) The Surviving Company shall succeed to and possess all of the property (real, personal and mixed), rights, privileges, immunities, powers, purposes and franchises, and

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TAMMISSE FLOIDA

shall be subject to all of the obligations, restrictions and liabilities of FB Las Vegas II, all without further act or deed, and all as more fully set forth under the NV Act and the FL Act.

[Signatures on following page]

[Signature Page 1 of 2 to Fontainebleau Las Vegas, LLC Plan of Merger]

IN WITNESS WHEREOF, the parties hereto have duly executed this Plan of Merger on the date first above written.

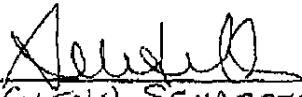
FONTAINEBLEAU LAS VEGAS, LLC

By: Fontainebleau Las Vegas Holdings, LLC, a Nevada limited liability company and its managing member

By: Fontainebleau Resort Properties I, LLC, a Delaware limited liability company and its managing member

By: Fontainebleau Resort Holdings, LLC, a Delaware limited liability company and its managing member

By: Fontainebleau Resorts, LLC, a Delaware limited liability company and its managing member

By: 

Name: GLENN SCHAEFFER

Title: AUTHORIZED SIGNATORY

[Signature Page 2 of 2 to Fontainebleau Las Vegas, LLC Plan of Merger]

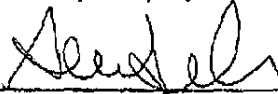
FONTAINEBLEAU LAS VEGAS II, LLC

By: Fontainebleau Las Vegas Holdings, LLC, a
Nevada limited liability company and its managing
member

By: Fontainebleau Resort Properties I, LLC, a
Delaware limited liability company and its
managing member

By: Fontainebleau Resort Holdings, LLC, a
Delaware limited liability company and its
managing member

By: Fontainebleau Resorts, LLC, a Delaware
limited liability company and its managing member

By: 

Name: GLENN SCHAEFFER

Title: AUTHORIZED SIGNATORY