

Division of Corporations

Page 1 of 1

**L04000015698**

Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

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**MERGER OR SHARE EXCHANGE**

**Murabella, LLC**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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**C. LEWIS**

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**EXAMINER**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**ARTICLES OF MERGER**

The following articles of merger are being submitted in accordance with section(s) 607.1109 and 608.4382, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

| <u>Name and Street Address</u>  | <u>Jurisdiction</u> | <u>Entity Type</u> |
|---|---------------------|--------------------|
| Turnbull Creek Development<br>Company, Inc.<br>414 Old Hard Road, Suite 201<br>Fleming Island, Florida 32003-3408 | Florida             | Corporation        |

Florida Document/Registration Number: P05000146136  
FEI Number: 203711431

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

| <u>Name and Street Address</u>   | <u>Jurisdiction</u> | <u>Entity Type</u>        |
|--|---------------------|---------------------------|
| Murabella, LLC<br>414 Old Hard Road, Suite 201<br>Fleming Island, Florida 32003-3408 | Florida             | Limited Liability Company |

Florida Document/Registration Number: L04000015698  
FEI Number: 200933935

**THIRD:** The attached Plan of Merger meets the requirements of sections 607.1108, and 608.438, Florida Statutes, and was approved by each corporation and each limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

**FOURTH:** The attached Plan of Merger was approved by the shareholders of the Merging Party and by the Members of the Surviving Party.

**FIFTH:** 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.

**SIXTH:** The merger shall become effective on the date these Articles of Merger are filed with the Secretary of State, State of Florida.

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

**EIGHTH:** SIGNATURE(S) FOR EACH PARTY:

**TURNBULL CREEK DEVELOPMENT, INC.,**  
a Florida corporation

By: James Ricky Wood  
James Ricky Wood  
President

**MURABELLA, LLC,**  
a Florida limited liability company

By: **The Wood Development Company of Jacksonville,**  
a Florida corporation,  
its Managing Member

By: James Ricky Wood  
Name Printed: James Ricky Wood  
Title: PRESIDENT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**PLAN OF MERGER**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Chapters 607 and 608, Florida Statutes, is being submitted in accordance with Section 608.438, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

| <u>Name</u>                              | <u>Jurisdiction</u> |
|--|---------------------|
| TURNBULL CREEK DEVELOPMENT COMPANY, INC. | Florida             |

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

| <u>Name</u>    | <u>Jurisdiction</u> |
|----------------|---------------------|
| MURABELLA, LLC | Florida             |

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

A. As of the date of filing of the Articles of Merger with the Florida Secretary of State, TURNBULL CREEK DEVELOPMENT COMPANY, INC., a Florida corporation, ("Merging Entity") shall merge with and into MURABELLA, LLC, a Florida limited liability company ("Surviving Entity").

B. After the merger, the Surviving Entity will retain the name **Murabella, LLC**.

C. The Merging Entity shall be merged with and into the Surviving Entity and the Surviving Entity shall continue to be governed by the laws of the State of Florida, and the separate existence of the Merging Entity shall automatically cease. On the Effective Date, the existing Articles of Organization and Operating Agreement for Murabella, LLC, shall be the organizational documents for the Surviving Entity.

D. The foregoing merger shall be deemed a total liquidation of the Merging Entity to its shareholders and an immediate transfer by such shareholders of the assets and liabilities to the Surviving Entity.

E. In consideration of the assumption by the Surviving Entity of the liabilities of the Merging Entity, the shareholders of the Merging Entity will receive no cash or property or shares, securities or interest in the Surviving Entity and thus there will be no change in the ownership of Murabella, LLC as a result of the merger.

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TALLAHASSEE, FLORIDA

F. The merger shall become effective on the date Articles of Merger are filed with the Secretary of State, State of Florida ("Effective Date").

G. On the Effective Date, all of the property, rights, privileges and franchises, of whatsoever nature and description, of Merging Entity, including any choses in action belonging to it, shall be transferred to, vested in and shall devolve upon the Surviving Entity, without further act or deed; and all property rights, privileges and franchises, and every other interest, shall be as effectually the property of the Surviving Entity as they were of each of the respective entities, and the title to all real estate vested in either of the entities shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in the Surviving Entity. All debts, liabilities and duties of the respective entities shall, thereafter, be assumed by and attached to the Surviving Entity, and may be enforced against it to the same extent as if such debts, liabilities and duties have been incurred and contracted by the Surviving Entity. The management of the Surviving Entity immediately prior to the Effective Date shall continue as the management of the Surviving Entity after the Effective Date until a change is made in accordance with the Articles of Organization and Operating Agreement of the Surviving Entity.

**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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

[see above]

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

N/A

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

N/A

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**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

N/A

**SEVENTH:** 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.

N/A

**EIGHTH:** 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.

N/A

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