

**L04000029556**

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.**

(((H06000023126 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 : WILLIAMS SCHIFINO ANGIONE & STEADY, P.A.  
Account Number : I20000000216  
Phone : (813) 221-2626  
Fax Number : (813) 221-7335

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06 JAN 26 AM 11:05

FILED

**MERGER OR SHARE EXCHANGE****Bayside Title, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$113.75

FF 50.00  
CC 30.00  
80.00

RECEIVED

06 JAN 26 AM 8:00

DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

H06000023126

# WILLIAMS ♦ SCHIFINO

WILLIAMS SCHIFINO MANGIONE & STEADY P.A.

ATTORNEYS AT LAW

John I. Agliano

Lina C. Angelici

V. Stephen Cohen

Brenda M. Combs

Kelly Rapp Cone

Joseph I. King

Ralph E. Mangione

Laurie L. Morris

Leo F. Nelson

R. Marshall Rainey

John A. Schifino

William J. Schifino, Jr.

William J. Schifino, Sr.

Scott I. Steady

Robert M. Stoler

Mary B. Thomas

Kenneth C. Turkel

Shane B. Vogt

Robert V. Williams

Matthew L. Wilson

Of Counsel

Blake D. Bringgold

Scott W. Farther

Steven M. Summa

January 26, 2006

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Bayside Title, LLC

Dear Sir or Madam:

Please accept for filing the attached Certificate of Merger. Associated fees have been paid electronically.

Please return all correspondence concerning this matter to:

Lina Angelici, Esq.  
Williams Schifino Mangione & Steady, P.A.  
One Tampa City Center, Suite 2600  
Tampa, FL 33602

For further information concerning this matter please call the undersigned at (813) 221-2626.

Very truly yours,



Lina Angelici, Esq.

LA/mc  
Enclosures

12544-157743

H06000023126

CERTIFICATE OF MERGER  
OF  
FIRST TITLE SERVICES OF FLORIDA, LLC  
AND  
BAYSIDE TITLE, LLC

FILED  
06 JAN 26 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIS CERTIFICATE OF MERGER (this "Certificate") is submitted for filing in connection with a merger of two (2) domestic limited liability companies in accordance with Section 608.4382 of the Florida Statutes (the "Merger").

**FIRST:** The exact name of the merging party (the "Merging Company") is as follows:

First Title Services of Florida, LLC - L02000025381

**SECOND:** The exact name of the surviving party (the "Surviving Company") is as follows:

Bayside Title, LLC - L04000029556

**THIRD:** The Plan of Merger, attached hereto as Exhibit A and incorporated herein by reference, was duly approved by each of the domestic limited liability companies that is a party to the Merger, in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

**FOURTH:** The effective date of the Merger ("Effective Date") shall be the date this Certificate is filed by the Florida Department of State.


**FIFTH:** The Surviving Company agrees to pay to any members of the parties to the Merger having appraisal rights the amount to which such members may be entitled under Sections 608.4351-608.43595 of the Florida Statutes.

*Signature Page Follows*


H06000023126

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Managing Member of the parties has executed this Certificate on the 26<sup>th</sup> day of January 2006.

FIRST TITLE SERVICES OF FLORIDA, LLC  
By First American Affiliates, Inc.,  
Its Managing Member

By:   
Michael LaRosa, Its Vice President

BAYSIDE TITLE, LLC  
By First American Affiliates, Inc.,  
Its Managing Member

By:   
Michael LaRosa, Its Vice President

H06000023126

## PLAN OF MERGER

This Plan of Merger was adopted and approved by each party to the Merger (defined below) in accordance with Section 608.4381 of the Florida Statutes, and is being submitted to the Florida Department of State for filing in accordance with Section 608.438.

**FIRST:** The exact name, form of entity, and jurisdiction of the merging entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
First Title Services of Florida, LLC	Florida	LLC

**SECOND:** The exact name, form of entity, and jurisdiction of the surviving entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Bayside Title, LLC	Florida	LLC

**THIRD:**

A. First Title Services of Florida, LLC ("1<sup>st</sup> Title") shall be merged with and into Bayside Title, LLC ("BAY") (the "Merger");

B. All of the right, title and interest in and to the assets and liabilities of 1<sup>st</sup> Title immediately prior to the Merger shall be assigned to and assumed by BAY;

C. The separate existence of 1<sup>st</sup> Title (the "Merging Company") shall cease; and

D. BAY shall continue as the surviving entity of the Merger (hereinafter, the "Surviving Company").

**FOURTH:**

A. The manner and basis of converting interests of the Merging Company into interests of the Surviving Company shall be as follows:

- (i) Each Additional Member Unit of 1<sup>st</sup> Title that is issued and outstanding immediately prior to the effective time of the Merger shall be cancelled and retired, and all rights in respect thereof shall cease to exist, except for the right of the holders thereof to receive, in exchange therefor, approximately 8.75 Additional Member Units in the Surviving Company;

H06000023126

- (ii) Each Additional Member Unit of BAY that is issued and outstanding immediately prior to the effective time of the Merger shall be cancelled and retired, and all rights in respect thereof shall cease to exist, except for the right of the holders thereof to receive, in exchange therefor, approximately 60 Member Units in the Surviving Company; and
- (iii) All of the Managing Member Units of 1<sup>st</sup> Title and BAY that are issued and outstanding immediately prior to the Effective Time of the Merger, shall be cancelled and retired, and all rights in respect thereof shall cease to exist, except for the right of the Managing Member of 1<sup>st</sup> Title and BAY to receive, in exchange therefor, an aggregate of 2,000 Managing Member Units in the Surviving Company.

B. Any other interests or other securities of any of the Merged Companies and/or the Surviving Company that have been granted, whether vested or unvested, shall be cancelled and cease to exist as of the effective time of the Merger.

**FIFTH:** The effects of the Merger shall be as provided under the provisions of applicable law. Without limiting the generality of the foregoing, and subject thereto, as of the Effective Time, the Merger shall have the following effects:

A. The Articles of Organization of BAY, as in effect at the Effective Time of the Merger, shall be the Articles of Organization of the Surviving Company, without change or amendment, until such time, if ever, as they are amended thereafter in accordance with the provisions thereof and applicable laws;

B. The Form of Amended and Restated Operating Agreement of the Surviving Company as approved by the members of the Merging Company and the Surviving Company, shall become the operating agreement of the Surviving Company until such time, if ever, as it is amended thereafter in accordance with the provisions thereof and applicable laws;

C. The Managing Member of BAY at the Effective Time shall be the Managing Member of the Surviving Company;

D. The name of the Surviving Company shall be "Bayside Title, LLC";

E. The securities transfer book of 1<sup>st</sup> Title shall be deemed closed, and no transfer of Additional Member Units of the Merging Company shall thereafter be made or consummated; and

F. It is intended by 1<sup>st</sup> Title and BAY, that the Merger shall constitute a tax free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

H06000023126

FILED  
06 JAN 26 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
JAN-26-2006