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MERGER OR SHARE EXCHANGE
G.F. FLORIDA HOMES, LLC

Certificate of Status	0
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Merger

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**ARTICLES OF MERGER
OF
G.F. FLORIDA HOMES II, LLC
INTO
G.F. FLORIDA HOMES, LLC**

Pursuant to Sections 605.1022 and 605.1025, Florida Statutes, the undersigned companies adopt the following Articles of Merger for the purpose of merging **G.F. FLORIDA HOMES II, LLC**, a Florida limited liability company, into **G.F. FLORIDA HOMES, LLC**, a Florida limited liability company (**G.F. FLORIDA HOMES II, LLC** and **G.F. FLORIDA HOMES, LLC** are herein collectively referred to as the "Constituent Companies").

1. Attached hereto as Exhibit "A" and incorporated herein by reference as fully as is set forth herein verbatim is a copy of the Plan of Merger to effect the merger of **G.F. FLORIDA HOMES II, LLC** into **G.F. FLORIDA HOMES, LLC**. **G.F. FLORIDA HOMES, LLC** shall be the surviving limited liability company.

2. The effective date of this merger shall be the date upon which these Articles of Merger are filed with the Florida Secretary of State.

3. The Plan of Merger referred to in Paragraph 1 above was duly approved and adopted in the manner prescribed by the applicable provisions of Chapter 605, Florida Statutes, by the Sole Manager of **G.F. FLORIDA HOMES II, LLC** and by the Sole Member of **G.F. FLORIDA HOMES II, LLC** by written action without a meeting dated May 22, 2019.

4. The Plan of Merger referred to in Paragraph 1 above was duly approved and adopted in the manner prescribed by the applicable provisions of Chapter 605, Florida Statutes, by the Sole Manager of **G.F. FLORIDA HOMES, LLC** and by the Sole Member of **G.F. FLORIDA HOMES, LLC**, by written action without a meeting dated May 22, 2019.

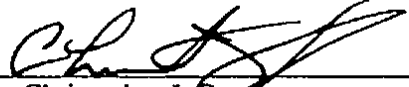
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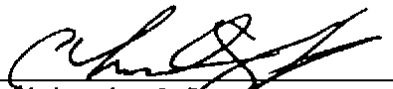
5. **G.F. FLORIDA HOMES, LLC** agrees to pay to any member of any of the Constituent Companies with appraisal rights the amount to which such member is entitled under the provisions of Section 605.1006 and Sections 605.1061–605.1072, Florida Statutes.

IN WITNESS WHEREOF, G.F. FLORIDA HOMES II, LLC and G.F. FLORIDA HOMES, LLC have caused these Articles of Merger to be signed in their company names as of the 22 day of May, 2019.

G.F. FLORIDA HOMES II, LLC

By: 
Name: Christopher J. Gaze
Its: Manager

G.F. FLORIDA HOMES, LLC

By: 
Name: Christopher J. Gaze
Its: Manager

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EXHIBIT "A"
PLAN OF MERGER
(Attached)

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PLAN OF MERGER

This Plan of Merger is dated as of the 22 day of May, 2019, pursuant to Section 605.1022, Florida Statutes, for the merger of **G.F. FLORIDA HOMES II, LLC**, a Florida limited liability company, into **G.F. FLORIDA HOMES, LLC**, a Florida limited liability. **G.F. FLORIDA HOMES, LLC** is to be the surviving limited liability company.

MERGER PROVISIONS

In accordance with the provisions of this Plan of Merger and the Florida Revised Limited Liability Company Act, at the Effective Time (as defined below), **G.F. FLORIDA HOMES II, LLC** shall be merged into **G.F. FLORIDA HOMES, LLC** (the "Merger") and the separate limited liability company existence of **G.F. FLORIDA HOMES II, LLC** shall cease and **G.F. FLORIDA HOMES, LLC** (the "Surviving Company") shall continue its limited liability company existence as a Florida limited liability company pursuant to the laws of Florida (**G.F. FLORIDA HOMES II, LLC** and **G.F. FLORIDA HOMES, LLC** are herein collectively referred to as the "Constituent Companies").

1. The Merger shall become effective as of the date upon which Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").
2. The Surviving Company shall possess and retain every interest in all assets and property of every description of each of the Constituent Companies. The rights, privileges and immunities, powers, franchises and authority of a public as well as of a private nature of each of the Constituent Companies shall be vested in the Surviving Company without further act or deed subject, however, to the limitations on the powers of **G.F. FLORIDA HOMES, LLC** imposed by its Articles of Organization and Florida law. The title to and any interest in all real and personal property vested in any of the Constituent Companies shall not revert or in any way be impaired by reason of the Merger.

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3. All obligations belonging to or due to each of the Constituent Companies shall be vested in the Surviving Company without further act or deed, and the Surviving Company shall be liable for all obligations of each of the Constituent Companies existing as of the Effective Time.

4. The Articles of Organization of **G.F. FLORIDA HOMES, LLC** in effect immediately prior to the Effective Time shall continue to be the Articles of Organization of the Surviving Company.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise, each issued and outstanding membership interest of **G.F. FLORIDA HOMES II, LLC** shall be cancelled without payment of any consideration and without any conversion.

6. The members of the Constituent Companies who dissent from the Merger pursuant to Section 605.1006, Florida Statutes, may be entitled, if they comply with the provisions of the Florida Revised Limited Liability Company Act, Chapter 605, Florida Statutes, regarding the rights of dissenting members, to be paid the fair value of their membership interests. By the signing of the Certification set forth below, **G.F. FLORIDA OPERATING ALPHA, INC.**, as the sole member of each of the Constituent Companies, hereby expressly waives all mailing and notification requirements with respect to such rights, as well as the rights under Section 605.1023(4), Florida Statutes, and waives any and all rights to dissent and be paid fair value for its membership interest.

7. This Agreement may be terminated and the Merger may be abandoned at any time prior to filing the Certificate of Merger. The procedure for terminating this Agreement and abandoning the Merger shall be the adoption of a resolution to terminate this Agreement and

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abandon the Merger by the sole member of **G.F. FLORIDA HOMES, LLC** or the sole member of **G.F. FLORIDA HOMES II, LLC** followed by written notice to the other party to the Merger.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger effective as of the date and year first above written.

G.F. FLORIDA HOMES II, LLC

By: 

Name: Christopher J. Gazos

Its: Manager

G.F. FLORIDA HOMES, LLC

By: 

Name: Christopher J. Gazos

Its: Manager


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CERTIFICATION

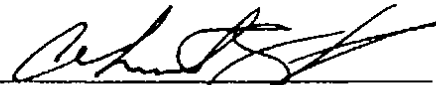
G.F. FLORIDA HOMES II, LLC hereby certifies that the foregoing Plan of Merger was adopted and approved by the Sole Manager and Sole Member of **G.F. FLORIDA HOMES II, LLC** on the 22 day of May, 2019.

G.F. FLORIDA HOMES II, LLC

By: 
Name: Christopher J. Gazes
Its: Manager

G.F. FLORIDA HOMES, LLC hereby certifies that the foregoing Plan of Merger was adopted and approved by the Sole Manager and Sole Member of **G.F. FLORIDA HOMES, LLC** on the 22 day of May, 2019.

G.F. FLORIDA HOMES, LLC

By: 
Name: Christopher J. Gazes
Its: Manager