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B. KOHR  
SEP - 4 2009  
EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 117327 7430477

AUTHORIZATION :

COST LIMIT : \$50.00

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ORDER DATE : September 4, 2009

ORDER TIME : 1:13 PM

ORDER NO. : 117327-010

CUSTOMER NO: 7430477

ARTICLES OF MERGER

BRIDGEWATER PRESERVE, LLC

INTO

BRIDGEWATER VENTURES, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Joyce Markley

EXAMINER'S INITIALS: \_\_\_\_\_

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### CERTIFICATE OF MERGER

This Certificate of Merger is made into on this 1st day of September, 2009.

1. Parties:

a. **BRIDGEWATER PRESERVE, LLC**, a Florida limited liability company (hereinafter "Preserve"); and

LU6000008115

b. **BRIDGEWATER VENTURES, LLC**, a Florida limited liability company (hereinafter "Ventures").

2. Plan of Merger. A Plan to Merger has been approved, adopted, executed and acknowledged by each constituent entity of Preserve and Ventures pursuant to Chapter 608 of the Florida Limited Liability Company Act.

3. Surviving Entity: The entity surviving the merger is BRIDGEWATER VENTURES, LLC, a Florida limited liability company.

4. Effective Date: The effective date of the merger is September 1, 2009 for accounting purposes only.

5. Availability of Plan of Merger. The Plan of Merger is available at:

Bridgewater Ventures, LLC  
3801 PGA Boulevard, Suite 903  
Palm Beach Gardens, Florida 33410

6. Copy of Plan of Merger. A copy of the Plan of Merger will be furnished by Ventures, on request and without cost, to any Member of Ventures or Preserve.

IN WITNESS WHEREOF, the signature and seal of the surviving entity on this 1<sup>st</sup> day of September, 2009.

**BRIDGEWATER VENTURES, LLC**

By: Seneca Industries, Inc.,  
its sole owner

By: Donald R. Holcomb  
Name: Donald R. Holcomb  
Title: Authorized Person

**BRIDGEWATER PRESERVE, LLC**

By: Seneca Industries, Inc.,  
its sole owner

By: Donald R. Holcomb  
Name: Donald R. Holcomb  
Title: Authorized Person

## PLAN OF MERGER

This Plan of Merger is made into, as of this 1st day of September, 2009, between **BRIDGEWATER PRESERVE, LLC**, a Florida limited liability company (hereinafter "Preserve") and **BRIDGEWATER VENTURES, LLC**, a Florida limited liability company (hereinafter "Ventures").

1. Merger. The parties to the merger are Preserve and Ventures. The entity that will survive the merger is Ventures, which will continue to operate as a limited liability company under the name Bridgewater Ventures, LLC, with its principal office at 3801 PGA Boulevard, Suite 903, Palm Beach Gardens, Florida 33410.

2. Effect of Merger. On the Effective Date (hereinafter defined) of the merger, the separate existence of Preserve shall cease (except to the extent continued by statute), and all of its property, rights, privileges, liabilities, obligations and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon Ventures, without further act or deed. Confirmatory deeds, assignments or other like instruments, when deemed desirable by Ventures, or required by creditors or by statute, to evidence or consent to such transfer, vesting or devolution of any property, right, privilege, liability, obligation or franchise, shall at any time, or from time to time, be made and delivered in the name of Preserve by the last acting officers thereof.

3. Effective Date. The Effective Date of the merger shall be September 1, 2009 for accounting purposes only.

4. Resulting Interests. The ownership structure of Preserve and Ventures is identical: Seneca Industries, Inc. is the sole owner. After the transfer of assets and assumption of liabilities from Preserve to Ventures, the capital structure of Ventures remains the same.

5. Articles of Organization. (a) Article II of the Articles of Organization of Ventures is hereby deleted in its entirety and replaced by the following:

"The mailing address and street address of the principal office of the limited liability company shall be 3801 PGA Boulevard, Suite 903, Palm Beach Gardens, Florida 33410, with the privilege of having its offices and branch offices at other places within or without the State of Florida."

(b) Article III of the Articles of Organization of Ventures is hereby deleted in its entirety and replaced by the following:

"The registered office of this limited liability company is 3801 PGA Boulevard, Suite 903, Palm Beach Gardens, Florida 33410. The registered agent at that address is Donald R. Holcomb."

6. Operating Agreement. Except as superseded by the terms of this Plan of Merger, the Operating Agreement of Ventures is amended and restated as of the date hereof.

7. Approval of Merger. Each of the members and the manager of Ventures and Preserve approve the merger respectively.

8. Title to Assets. All assets of Preserve shall transfer to Ventures by operation of law.

9. Amendment; Abandonment. This Plan of Merger may be abandoned or amended at any time prior to the effective date by an affirmative vote of the parties.

10. Filing of Certificate of Merger. The authorized representatives of Preserve and Ventures shall execute the Certificate of Merger and deliver them to the Florida Secretary of State for filing.


11. Appointment of Registered Agent. I, Donald R. Holcomb, understand and accept the responsibilities of registered agent.

*[Remainder of this page is intentionally left blank.]*

IN WITNESS WHEREOF, Preserve and Ventures have executed this Plan of Merger on the date first written above.


**BRIDGEWATER PRESERVE, LLC**

By: Seneca Industries, Inc.,  
as its sole owner

By:   
Name: Donald R. Holcomb  
Title: Authorized Person  
and Registered Agent

**BRIDGEWATER VENTURES, LLC**

By: Seneca Industries, Inc.,  
as its sole owner

By:   
Name: Donald R. Holcomb  
Title: Authorized Person  
and Registered Agent