

L04000072939

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(Business Entity Name)

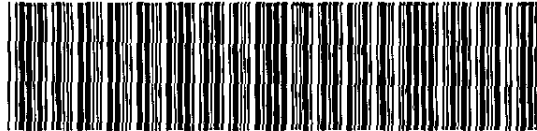
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Abaco Bay Development LLC

Please
Awap!

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TALLAHASSEE, FLORIDA

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☒ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval

Signature

Requested by:

Name SP Date 3/28/05 Time 1:45

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, 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> |
|-------------------------------------|---------------------|--------------------|
| 1. Bay Pointe South Associates, LLC | Florida | LLC |
| 987 Hillsboro Mile | | |
| Hillsboro Beach, FL 33062 | | |

Florida Document/Registration Number: L02000009567 FEI Number: 82-0541020

| | | |
|-------------------------------|---------|-----|
| 2. Abaco Bay Development, LLC | Florida | LLC |
| 5100 Las Verdes Circle #106 | | |
| Delray Beach, FL 33484 | | |

Florida Document/Registration Number: L04000072939 FEI Number: 22-3905776

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| 3. | | |
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| | | |

Florida Document/Registration Number: FEI Number:

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| 4. | | |
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Florida Document/Registration Number: FEI Number:

(Attach additional sheet(s) if necessary)

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> |
|--------------------------------|---------------------|--------------------|
| Abaco Bay Development, LLC | Florida | LLC |
| 5100 Las Verdes Circle #106 | | |
| Delray Beach, FL 33484 | | |

Florida Document/Registration Number: L04000072939

FEI Number: 22-3905776

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

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.

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.

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.

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.

NINTH: The merger shall become effective as of:

☒ The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity _____

Signature(s) _____

Typed or Printed Name of Individual

Bay Pointe South, LLC

14

Michael Johnson, Member

Abaco Bay Development, LLC

10

Michael Johnson, Member

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

| <u>Name</u> | <u>Jurisdiction</u> |
|----------------------------------|---------------------|
| Bay Pointe South Associates, LLC | Florida |
| Abaco Bay Development, LLC | Florida |

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

| <u>Name</u> | <u>Jurisdiction</u> |
|----------------------------|---------------------|
| Abaco Bay Development, LLC | Florida |

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

All assets and liability of each limited liability company will be merged together.

(Attach additional sheet(s) if necessary)

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:

The interests of each merged party are the same and will continue. The surviving company will own all assets of both and be responsible for all liabilities of both.

- 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:

There are no rights to acquire interests, shares, obligations or securities outstanding.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number

Not applicable.

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

The surviving entity is a limited liability company that will be managed by its member.

MICHAEL JOHNSON -- MGRM
5100 LAS VERDES CIRCLE, #106
DELRAY BEACH, FL 33484

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

All entities are Florida entities.

EIGHTH: Other provisions, if any, relating to the merger:

None

(Attach additional sheet(s) if necessary)