

L04000085354

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

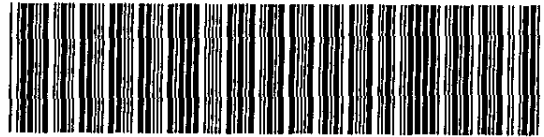
(Business Entity Name)

(Document Number)

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12/21/04--01029--007**70.00

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2004 DEC 21 PM 12:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE 8/02
12/31/04

JohnstonBarton

Russell L. Irby, III
Direct Dial: (205) 458-9478
E-Mail Address: RLI@JBPP.COM

Johnston Barton Proctor & Powell LLP
2900 AmSouth/Harbert Plaza
1901 Sixth Avenue North
Birmingham, Alabama 35203
Telephone: (205) 458-9400
Fax: (205) 458-9500

www.johnstonbarton.com

December 20, 2004

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: The Village Development Company, LLC

Dear Sir or Madam:

Enclosed herewith please find two copies of the Articles of Merger and Plan of Merger with respect to The Village Development Company, LLC. Also enclosed is a check in the amount of \$50.00 to cover the filing fee. I would greatly appreciate your filing this document and returning a stamped copy to me for my records in the enclosed self-addressed, stamped envelope.

I appreciate your assistance in this matter. Please call me if you have any questions or need any additional information.

Very truly yours,



Russell L. Irby, III

RLI/jcs
Enclosures

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2004 DEC 21 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/31/04

This instrument prepared by:
Nicole S. Fox, Esq.
Johnston Barton Proctor & Powell LLP
2900 AmSouth/Harbert Plaza
1901 Sixth Avenue North
Birmingham, Alabama 35203-2618

ARTICLES OF MERGER
of
THE VILLAGE DEVELOPMENT COMPANY, LLC, M01-817
an Alabama limited liability company
with and into
THE VILLAGE DEVELOPMENT COMPANY, LLC, L04-85354
a Florida limited liability company

Pursuant to § 10-12-55 of the Code of Alabama (1975) and § 608.4382 of the 2003 Florida Statutes, the undersigned limited liability companies hereby certify that:

§ 1 The name and state of organization of each of the constituent limited liability companies of the merger are as follows:

<u>Name</u>	<u>State of Organization</u>
The Village Development Company, LLC (the "Alabama LLC")	Alabama
The Village Development Company, LLC (the "Florida LLC")	Florida

§ 2 The Articles of Organization of the Alabama LLC are on file in Jefferson County, Alabama. The Alabama LLC was organized on March 26, 2001.

§ 3 The Articles of Organization of the Florida LLC are on file in Walton County, Florida. The Florida LLC was organized on November 19, 2004.

§ 4 The Plan of Merger attached hereto as Exhibit A and incorporated herein by reference (the "Plan"), and the performance of its terms, have been duly authorized, approved and adopted by the managers and members of each of the constituent limited liability companies in accordance with (i) the requirements of Ala. Code § 10-12-54 *et seq.*, (ii) the requirements of § 608.4381 of the 2003 Florida Statutes, (iii) the Articles of Organization of the Alabama LLC, and (iv) the Articles of Organization of the Florida LLC.

12/31/04

FILED
2004 DEC 21 11:25 AM
WALTON COUNTY, FL

§ 5 The Florida LLC shall be the surviving limited liability company of the merger.

§ 6 The merger of the Alabama LLC with and into the Florida LLC shall take effect on December 31, 2004, at 11:59 p.m.

EXECUTED this 16th day of December, 2004.

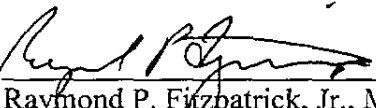
THE VILLAGE DEVELOPMENT COMPANY,
LLC, an Alabama limited liability company

By: 
Steven E. Chambers, Manager

By: 
Raymond P. Fitzpatrick, Jr., Manager

THE VILLAGE DEVELOPMENT COMPANY,
LLC, a Florida limited liability company

By: 
Steven E. Chambers, Manager

By: 
Raymond P. Fitzpatrick, Jr., Manager

FILED
2004 DEC 21 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

For The Merger Of

**THE VILLAGE DEVELOPMENT COMPANY, LLC,
An Alabama Limited Liability Company**

With and Into

**THE VILLAGE DEVELOPMENT COMPANY, LLC,
A Florida Limited Liability Company**

THIS PLAN OF MERGER (the "Plan") provides for the merger of **THE VILLAGE DEVELOPMENT COMPANY, LLC**, an Alabama limited liability company, with and into **THE VILLAGE DEVELOPMENT COMPANY, LLC**, a Florida limited liability company, pursuant to and in accordance with the provisions of Section 10-12-54 et seq., Code of Alabama (1975) and Section 608.438 et seq., 2003 Florida Statutes (2003).

1. The names of the business entities that are parties to the merger are The Village Development Company, LLC, (Alabama) and The Village Development Company, LLC (Florida).

2. The Village Development Company, LLC (Florida) shall be the surviving business entity into which The Village Development Company, LLC (Alabama) shall merge.

3. The Village Development Company, LLC shall remain a Florida limited liability company.

4. The terms and conditions of the proposed merger are as follows:

(a) The effective date of the merger shall be the date and time specified in the Articles of Merger filed with the Secretary of State of Alabama and the Department of State of Florida.

(b) Upon the consummation of the merger, The Village Development Company, LLC (Florida), the surviving business entity, in addition to continuing to possess all of its rights, privileges, immunities and powers (subject to all its duties and liabilities prior to the merger), shall possess all the rights, privileges, immunities and powers of The Village Development Company, LLC, and shall be subject to all the duties and liabilities of The Village Development Company, LLC.

(c) Upon the consummation of the merger, all rights, privileges, powers, and franchises, all property, real, personal or mixed, all debts due on any

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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account, and all other things in action belonging to The Village Development Company, LLC shall be vested in The Village Development Company, LLC, and shall not in any way be impaired by reason of the merger.

(d) From and after the effective date of the merger, The Village Development Company, LLC shall thereafter be responsible and liable for all liabilities and obligations of The Village Development Company, LLC, and all rights of creditors and liens upon the property of The Village Development Company, LLC shall be preserved unimpaired against The Village Development Company, LLC after the merger.

5. The membership interest of each member of The Village Development Company, LLC shall be exchanged for an equal membership interest in The Village Development Company, LLC upon the completion of the merger.

6. The Village Development Company, LLC's principal place of business shall be located at 10254 East County Hwy, Unit 11E, Seacrest Beach, FL 32413. The Plan is on file at the principal place of business of The Village Development Company, LLC. A copy of the Plan will be furnished by The Village Development Company, LLC, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is a party to this merger.

7. Pursuant to Section 10-12-55 of the Code of Alabama (1975), The Village Development Company, LLC hereby consents to service of process on it by registered mail addressed to it at the above-referenced principal place of business.

8. The Village Development Company, LLC is managed by two (2) managers who are also members:

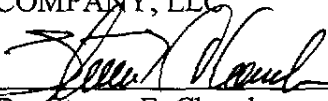
<u>Name</u>	<u>Business Address</u>
Steven E. Chambers	10254 East County Highway Unit 16E Seacrest Beach, FL 32413
Raymond P. Fitzpatrick, Jr.	10254 East County Highway Unit 11E Seacrest Beach, FL 32413


9. The Articles of Organization of The Village Development Company, LLC, as in effect immediately prior to the effective time of the merger shall thereafter continue to be The Village Development Company, LLC's Articles of Organization until amended as provided by law, and the Operating Agreement of The Village Development Company, LLC as in effect immediately prior to the effective time of the merger shall thereafter continue to be The Village Development Company, LLC's Operating Agreement until amended as provided in such Operating Agreement.

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TALLAHASSEE
SECRETARY OF STATE


EXECUTED as of the 16th day of December, 2004.

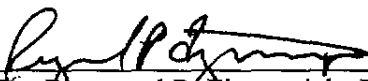
THE VILLAGE DEVELOPMENT
COMPANY, LLC


By: Steven E. Chambers
Its: Manager


By: Raymond P. Fitzpatrick, Jr.
Its: Manager

THE VILLAGE DEVELOPMENT
COMPANY, LLC


By: Steven E. Chambers
Its: Manager


By: Raymond P. Fitzpatrick, Jr.
Its: Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This instrument prepared by:
Nicole S. Fox, Esq.
Johnston Barton Proctor & Powell LLP
2900 AmSouth/Harbert Plaza
1901 Sixth Avenue North
Birmingham, Alabama 35203-2618

ARTICLES OF MERGER
of
THE VILLAGE DEVELOPMENT COMPANY, LLC,
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with and into
THE VILLAGE DEVELOPMENT COMPANY, LLC,
a Florida limited liability company

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12/31/04

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DEC 29 PM 12:14
CLERK OF SUPERIOR COURT
JEFFERSON COUNTY, ALABAMA


COPY

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EXECUTED this 16th day of December, 2004.

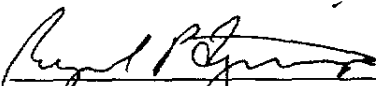
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By: 
Steven E. Chambers, Manager

By: 
Raymond P. Fitzpatrick, Jr., Manager

THE VILLAGE DEVELOPMENT COMPANY,
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By: 
Steven E. Chambers, Manager

By: 
Raymond P. Fitzpatrick, Jr., Manager

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2004 DEC 21 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

For The Merger Of

**THE VILLAGE DEVELOPMENT COMPANY, LLC,
An Alabama Limited Liability Company**

With and Into

**THE VILLAGE DEVELOPMENT COMPANY, LLC,
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(c) Upon the consummation of the merger, all rights, privileges, powers, and franchises, all property, real, personal or mixed, all debts due on any

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TALLAHASSEE
SECRETARY OF STATE
FLORIDA

account, and all other things in action belonging to The Village Development Company, LLC shall be vested in The Village Development Company, LLC, and shall not in any way be impaired by reason of the merger.

(d) From and after the effective date of the merger, The Village Development Company, LLC shall thereafter be responsible and liable for all liabilities and obligations of The Village Development Company, LLC, and all rights of creditors and liens upon the property of The Village Development Company, LLC shall be preserved unimpaired against The Village Development Company, LLC after the merger.

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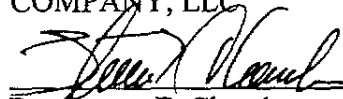
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TALLAHASSEE, FLORIDA


EXECUTED as of the 16th day of January, 2004.

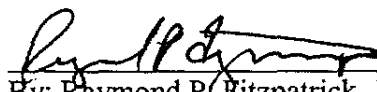
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TALLAHASSEE, FLORIDA