

W5000004028

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

L05-4028 (merging)

(Document Number)

Certified Copies 1

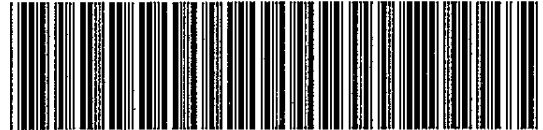
Certificates of Status _____

Special Instructions to Filing Officer:

12/30

merger

Office Use Only



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11/29/07 11:29:57

Charles Lehman GAVE
AUTHORIZATION BY PHONE TO
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DATE 1/5/06
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M. HODGES

CHARLES C. LEHMAN, P.A.
ATTORNEY AT LAW

5455 JAEGER ROAD
SUITE B
NAPLES, FLORIDA 34109

TEL: (239) 592-9770
FAX: (239) 592-9771

December 29, 2005

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center
Tallahassee, Florida 32301

Re: MT Development of Naples, LLC

Dear Ladies and Gentlemen:

This office represents MT Development of Naples, LLC, a Florida limited liability company, and all of the members thereof. This office also represents MT Development of Naples, LLC, a Delaware limited liability company. The membership interests in both limited liability companies are the same.

Enclosed please find a form Cover Letter and a Certificate of Merger for Florida Limited Liability Company, merging the Florida Limited Liability Company into the Delaware Limited Liability Company.

Also enclosed are a form Cover Letter and Articles of Dissolution For A Limited Liability Company, dissolving the Florida Limited Liability Company.

It is the intent of the members of both limited liability companies that the Florida Limited Liability Company be merged into the Delaware limited liability company and then to dissolve the Florida limited liability.

Enclosed please find a check in the amount of \$140.00 which represents your fees for the following:

The merger:

\$25.00 for each limited liability company = \$50.00
Certified Copy = \$30.00

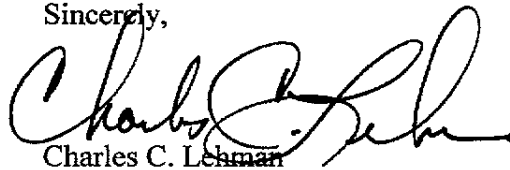
The dissolution: .

Filing Fee, Certificate of Status & Certified Copy = \$60.00

Total \$140.00

Thank you for your assistance in this matter, if you have any questions or concerns regarding this communication, please feel free to contact me at your convenience.

Sincerely,

A handwritten signature in black ink, appearing to read "Charles C. Lehman". The signature is fluid and cursive, with a large initial "C" and a long, sweeping underline.

Charles C. Lehman

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: M T DEVELOPMENT OF NAPLES, LLC
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

CHARLES C. LEHMAN

(Contact Person)

CHARLES C. LEHMAN, P.A.

(Firm/Company)

5455 JAEGER ROAD

(Address)

NAPLES, FLORIDA 34109

(City, State and Zip Code)

For further information concerning this matter, please call:

CHARLES C. LEHMAN

(Name of Contact Person)

at (239) 592-9770

(Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

Articles Of Merger
For
Florida Limited Liability Company

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
M T DEVELOPMENT OF NAPLES, LLC	DELAWARE	LIMITED LIABILITY COMPANY
M T DEVELOPMENT OF NAPLES, LLC	FLORIDA	LIMITED LIABILITY COMPANY

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
M T DEVELOPMENT OF NAPLES, LLC	DELAWARE	LIMITED LIABILITY COMPANY

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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TALLAHASSEE FLORIDA

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

FILING DATE

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

DELAWARE INTERCORP, INC.

113 BARKSDALE PROFESSIONAL CENTER

NEWARK, DE 19711-3258

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: M T DEVELOPMENT OF NAPLES, LLC

9090 THE LANE

NAPLES, FLORIDA 34109

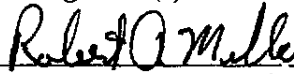


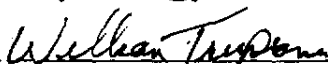
Mailing address: M T DEVELOPMENT OF NAPLES, LLC

9090 THE LANE

NAPLES, FLORIDA 34109

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
M T DEVELOPMENT OF NAPLES, LLC		ROBERT A. MILLER, SR. ✓
		WILLIAM TRUPIANO ✓
M T DEVELOPMENT OF NAPLES, LLC		ROBERT A. MILLER, SR.
		WILLIAM TRUPIANO

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
M T DEVELOPMENT OF NAPLES, LLC	DELAWARE	LIMITED LIABILITY COMPANY
M T DEVELOPMENT OF NAPLES, LLC	FLORIDA	LIMITED LIABILITY COMPANY

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
M T DEVELOPMENT OF NAPLES, LLC	DELAWARE	LIMITED LIABILITY COMPANY

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

THE DELAWARE LLC ACQUIRES THE ASSETS AND DEBTS OF THE FLORIDA ENTITY.

(Attach additional sheet 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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

THE DELAWARE ENTITY ISSUES MEMBERSHIP INTERESTS TO THE MEMBERS OF THE
FLORIDA ENTITY IN THE EXACT AMOUNT AS OWNED BY THE MEMBERS OF THE
FLORIDA ENTITY. THE MEMBERS OF THE DELAWARE ENTITY ARE THE IDENTICAL
MEMBERS OF THE FLORIDA ENTITY BEFORE AND AFTER THE MERGER.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

BY OFFER OF THE DELAWARE LLC (THE SURVIVOR) AND ACCEPTANCE BY THE
FLORIDA LLC FOR THE BOOK VALUE OF THE ASSETS AND EQUITY AT THE TIME
OF THE DELAWARE LLC OFFER AND THE FLORIDA LLC ACCEPTANCE.

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

NONE REQUIRED

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

MGRM - Robert A. Miller, Sr.
9090 The Lane
Naples, FL 34109

MGRM - William Trupiano
9183 The Lane
Naples, FL 34109

(Attach additional sheet if necessary)