

Division of Corporations

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Florida Department of State
 Division of Corporations
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Account Name : THE FARR LAW FIRM
 Account Number : 103654001666
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 Fax Number : (941) 639-0028

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 DIVISION OF CORPORATION
 09 APR 30 AM 10:54

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

CHARLOTTE COUNTY TRES AMIGOS, LLC **G. MCLEOD**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 09 |
| Estimated Charge | \$50.00 |

MAY - 4 2009

EXAMINER

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JOHN ODOM BEN. CONT.

002

002/005

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ARTICLES OF MERGER/CERTIFICATE OF MERGER

THE FOLLOWING Articles of Merger and Certificate of Merger are being submitted in accordance with Sections 608.4382 of the *Florida Statutes*.

ARTICLE I

The exact name and jurisdiction of the disappearing entity is as follows:

| NAME | JURISDICTION |
|--|--------------|
| CHARLOTTE HARBOR AREA INVESTMENTS, LLC | FLORIDA |
| Document No. L03000034693 | |

ARTICLE II

The exact name and jurisdiction of the surviving entity is as follows:

| NAME | JURISDICTION |
|-----------------------------------|--------------|
| CHARLOTTE COUNTY TRES AMIGOS, LLC | FLORIDA |
| Document No. L05000006498 | |

ARTICLE III

Attached hereto is the Plan of Merger. The Plan of Merger was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 608 of the *Florida Statutes*. All of the managers and all of the members of the disappearing entity and the surviving entity have approved the *Plan of Merger*.

ARTICLE IV

This merger is not prohibited by any agreement of the parties or the Articles of Organization of the disappearing entity or the surviving entity.

30 IN WITNESS WHEREOF, these Articles of Merger and Certificate of Merger are executed this day of April, 2009.

SURVIVING ENTITY:

CHARLOTTE COUNTY TRES AMIGOS, LLC, a Florida limited liability company

By: 
Paul M. Popper, Manager/Member

By: 
Heinz Schmidt, Member

DISAPPEARING ENTITY:

CHARLOTTE HARBOR AREA INVESTMENTS, LLC, a Florida limited liability company

By: 
Heinz Schmidt, Manager/Member

By: 
Paul M. Popper, Manager/Member

033300.0000.18

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FAX NO. 941 624 0174
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002/006 P. 02

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DIVISION OF CORPORATIONS
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04/30/09 THU 16:48 FAX 19416390028

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003

04/30/2008 14:54 IFAX 7301@farr.com

+ Route to Email 004/008

04/30/09 THU 13:45 FAX

004/008

04/30/09 THU 14:26 FAX 19416390028

FARR LAW FIRM

003

H090001103993

ARTICLES OF MERGER/CERTIFICATE OF MERGER

THE FOLLOWING Articles of Merger and Certificate of Merger are being submitted in accordance with Sections 608.4382 of the *Florida Statutes*.

ARTICLE I

The exact name and jurisdiction of the disappearing entity is as follows:

NAME
CHARLOTTE HARBOR AREA
INVESTMENTS, LLC
Document No. L03000034693

JURISDICTION
FLORIDA

ARTICLE II

The exact name and jurisdiction of the surviving entity is as follows:

NAME
CHARLOTTE COUNTY TRES
AMIGOS, LLC
Document No. L05000006498

JURISDICTION
FLORIDA

ARTICLE III

Attached hereto is the Plan of Merger. The Plan of Merger was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 608 of the *Florida Statutes*. All of the managers and all of the members of the disappearing entity and the surviving entity have approved the plan of merger.

ARTICLE IV

This merger is not prohibited by any agreement of the parties or the Articles of Organization of the disappearing entity or the surviving entity.

30 IN WITNESS WHEREOF, these Articles of Merger and Certificate of Merger are executed this day of April, 2009.

SURVIVING ENTITY:

CHARLOTTE COUNTY TRES AMIGOS,
LLC, a Florida limited liability company

By: _____
Paul M. Popper, Manager/Member

By: Heinz Schmidt
Heinz Schmidt, Member

DISAPPEARING ENTITY:

CHARLOTTE HARBOR AREA
INVESTMENTS, LLC,
a Florida limited liability company

By: Heinz Schmidt
Heinz Schmidt, Manager/Member

By: _____
Paul M. Popper, Manager/Member

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PLAN OF MERGER

THE FOLLOWING PLAN OF MERGER was adopted and approved by each party to the Merger in accordance with Sections 608.438; 608.4381; 608.4382 and 608.4383, *Florida Statutes*;

RECITALS:

WHEREAS, CHARLOTTE HARBOR AREA INVESTMENTS, LLC, a Florida limited liability company (Document Number L03000034693) (the "Disappearing Entity") desires to merge with and into CHARLOTTE COUNTY TRES AMIGOS, LLC, a Florida limited liability company (Document Number L05000006498) (the "Surviving Entity"); upon the terms and subject to the conditions set forth in this Plan of Merger (the "Plan"); and

WHEREAS, the members of the Surviving Entity own one hundred percent (100%) of the membership interest in the Disappearing Entity in the same proportion as their ownership in the Surviving Entity; and

WHEREAS, the manager of the Surviving Entity and the manager of the Disappearing Entity have determined that it is advisable that the Disappearing Entity be merged into the Surviving Entity;

NOW THEREFORE, in consideration of the foregoing and the provisions contained herein the parties agree as follows:

ARTICLE I

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

NAME
CHARLOTTE HARBOR AREA
INVESTMENTS, LLC
Document No. L03000034693

JURISDICTION
FLORIDA

NAME
CHARLOTTE COUNTY TRES
AMIGOS, LLC
Document No. L05000006498

JURISDICTION
FLORIDA

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ARTICLE II

The exact name and jurisdiction of the Surviving Entity is as follows:

| <u>NAME</u> | <u>JURISDICTION</u> |
|---|---------------------|
| CHARLOTTE COUNTY TRES AMIGOS, LLC Document No. L05000006498 | FLORIDA |

ARTICLE III

The terms and conditions of the merger are as follows:

1. The Effective Date of the merger shall be the date on which the Articles of Merger are filed with the Department of State of the State of Florida.
2. On the Effective Date, the Disappearing Entity shall be merged with and into the Surviving Entity. The separate existence of the Disappearing Entity shall cease at the Effective Date and the existence of the Surviving Entity shall continue unaffected and unimpaired with all of the rights, privileges, immunities, and franchises of a public as well as a private nature and subject to all of the duties and liabilities of limited liability companies organized under the laws of the State of Florida.
3. The Articles of Organization of the Surviving Entity in effect immediately prior to the Effective Date shall, without any changes, be the Articles of Organization of the Surviving Entity from and after the Effective Date until further amended as permitted by law.
4. On the Effective Date, the Surviving Entity shall be responsible and liable for all liabilities and obligations of the Disappearing Entity.
5. Because the members of the Surviving Entity own one hundred percent (100%) of the membership interest in the Disappearing Entity in the same proportion as their ownership of the Surviving Entity, there shall be no conversion of the membership interest of Disappearing Entity, nor any payment therefor and the membership interest of the Disappearing Entity shall cease to exist on the Effective Date of the merger. There are no rights to acquire any interest in the Disappearing Entity and, therefore, there are no rights of any member of the Disappearing Entity to acquire shares, obligations or other securities of the Surviving Entity.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger this 30 day of April, 2009.

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04/30/2009 15:28 FAX 9412069208

FARR LAW FIRM
JOHN ODOM GEN. COUN.

008

SURVIVING ENTITY:

CHARLOTTE COUNTY TRES AMIGOS,
LLC, a Florida limited liability company

By: 
Paul M. Popper, Manager/Member

By: _____
Heinz Schmidt, Member

DISAPPEARING ENTITY:

CHARLOTTE HARBOR AREA
INVESTMENTS, LLC
a Florida limited liability company

By: _____
Heinz Schmidt, Manager/Member

By: 
Paul M. Popper, Manager/Member

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FAX NO. 941 624 0174
Route to Email 005/006 P. 05

04/30/2009 18:08 IFAX 7301@farr.com
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04/30/09 THU 16:49 FAX 19416390028
04/30/2009 14:54 IFAX 73010farr.com
04/30/09 THU 13:48 FAX
04/30/09 THU 14:28 FAX 19416390028

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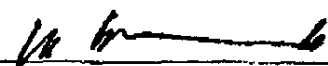
CHARLOTTE COUNTY TRES AMIGOS,
LLC, a Florida limited liability company

By: _____
Paul M. Popper, Manager/Member

By:  _____
Heinz Schmidt, Member

DISAPPEARING ENTITY:

CHARLOTTE HARBOR AREA
INVESTMENTS, LLC
a Florida limited liability company

By:  _____
Heinz Schmidt, Manager/Member

By: _____
Paul M. Popper, Manager/Member

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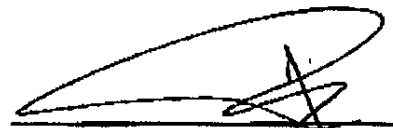
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CONSENTS AND APPROVALS

The undersigned being the all the members of CHARLOTTE COUNTY TRES AMIGOS, LLC, a Florida limited liability company, and CHARLOTTE HARBOR AREA INVESTMENTS, LLC, a Florida limited liability company, hereby waive notice and consent to and approve the foregoing Plan of Merger.

MEMBERS OF:
CHARLOTTE COUNTY TRES AMIGOS,
LLC, a Florida limited liability company

By: 
Paul M. Popper, Manager/Member

By: _____
Heinz Schmidt, Member

MEMBERS OF:
CHARLOTTE HARBOR AREA
INVESTMENTS, LLC
a Florida limited liability company

By: _____
Heinz Schmidt, Manager/Member

By: 
Paul M. Popper, Manager/Member

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04/30/09 THU 16:49 FAX 19416390028

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009

04/30/2009 14:54 IFAX 730i@farr.com

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FARR LAW FIRM

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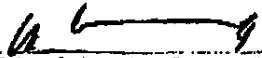
CONSENTS AND APPROVALS

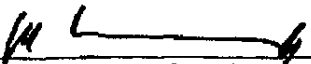
The undersigned being the all the members of CHARLOTTE COUNTY TRES AMIGOS, LLC, a Florida limited liability company, and CHARLOTTE HARBOR AREA INVESTMENTS, LLC, a Florida limited liability company, hereby waive notice and consent to and approve the foregoing Plan of Merger.

MEMBERS OF:
CHARLOTTE COUNTY TRES AMIGOS,
LLC, a Florida limited liability company

MEMBERS OF:
CHARLOTTE HARBOR AREA
INVESTMENTS, LLC
a Florida limited liability company

By: _____
Paul M. Popper, Manager/Member

By:  _____
Heinz Schmidt, Manager/Member

By:  _____
Heinz Schmidt, Member

By: _____
Paul M. Popper, Manager/Member

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