

LO5000011628

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06 DEC 22 PM 2:51  
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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06 DEC 22 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

11/1/07



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 683324 103489A

AUTHORIZATION

COST LIMIT : \$ 50.00

ORDER DATE : December 22, 2006

ORDER TIME : 2:10 PM

ORDER NO. : 683324-005

CUSTOMER NO: 103489A

EFFECTIVE DATE  
11/1/07

FILED  
06 DEC 22 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

SHERIDAN PASS, LLC

INTO

NATRONA PASS, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Amanda Haddan

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 26, 2006

CSC  
TALLAHASSEE, FL

SUBJECT: NATRONA PASS, LLC  
Ref. Number: L05000011628

**RESUBMIT**

Please give original  
submission date as file date.

EFFECTIVE DATE  
1/1/07

RECEIVED  
06 DEC 27 PM 2:44  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
06 DEC 22 AM 9:14  
FILED  
TALLAHASSEE, FLORIDA

We have received your document for NATRONA PASS, LLC and the authorization to debit your account in the amount of \$50.00. However, the document has not been filed and is being returned for the following:

On page 4, in the Third Item of the Plan of Merger it is stated that "at the time of the merger SHERIDAN PASS, LLC will become a 50% member of the surviving entity". But isn't SHERIDAN PASS, LLC the disappearing entity in this merger? How can it become a 50% member of the survivor? Isn't your intention for the survivor to have only one member?

You might wish to revise your attached purpose statement. The current wording in the first sentence seems to imply that two entities are merging into a third. It should be clear that what the two parties "believe" is that it is "in their best interests" for SHERIDAN PASS, LLC to merge into NATRONA PASS, LLC.

And on the signature page, COBOURG POINT DEVELOPMENT, LLC is identified as the "Sole General Partner" of NATRONA PASS, LLC. Is it supposed to be the "Sole Member"?

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Document Specialist

Letter Number: 006A00072435

Certificate of Merger  
For  
Florida Limited Liability Company

EFFECTIVE DATE  
1/1/17

FILED  
06 DEC 22 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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>
205000011622		
Sheridan Pass, LLC	State of Florida	LLC

**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>
Natrona Pass, LLC	State of Florida	LLC

**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.

**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:

January 1, 2007

**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:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**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: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Mailing address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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:
Natrona Pass, LLC		Please see attached
Sheridan Pass, LLC		Please see attached

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

**Fees:**

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

**Certified Copy (optional):** \$30.00

## 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>
Sheridan Pass, LLC	State of Florida	LLC

**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>
Natrona Pass, LLC	State of Florida	LLC

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

At the time of merger, Ronna J. Flaum, an adult individual, will become a 50%  
member of the surviving entity, Natrona Pass, LLC. The remaining member of Natrona Pass, LLC will be  
Cobourg Point Development, LLC, a Colorado limited liability company. Lamar Manager Inc. is the  
non-member manager.

*(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:

See Article Third above.

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*(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:

N/A

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*(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

*(Attach additional sheet if necessary)*

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

See additional page for Business Purpose.

*(Attach additional sheet if necessary)*

**SIXTH:** Business Purposes for Certificate of Merger.

Natrona Pass, LLC and Sheridan Pass, LLC believe it is in the best interest of Sheridan Pass, LLC merge into Natrona Pass, LLC so as to allow the refinance of the Property currently owned by Natrona Pass, LLC and Sheridan Pass, LLC as Tenants in Common. The Lender for the refinance is requiring a single member limited liability company to own the Property and not as a Tenants in Common. The parties believe that refinancing of the Property will be a substantial benefit to the parties.

**NATRONA PASS, LLC,**  
a Florida limited liability company

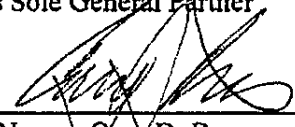
By: Cobourg Point Development, LLC,  
a Colorado Limited Liability Company  
its Member

By: Deerbrook Plaza, L.P.,  
a Texas Limited Partnership,  
its Sole Member

By: Houston-Deerbrook, LLC,  
a Texas Limited Liability Company,  
its Sole General Partner

By: Lamar Palms Associates L.P.,  
a California Limited Partnership,  
its Sole Member

By: Lamar Springs LLC,  
a California Limited Liability Company,  
its Sole General Partner

By:   
Name: Cory D. Boss  
Title: Vice President

**AND**

**SHERIDAN PASS, LLC,**  
a Florida limited liability company

By: \_\_\_\_\_  
Ronna J. Flaum,  
its Sole Member

**NATRONA PASS, LLC,**  
a Florida limited liability company

By: Cobourg Point Development, LLC,  
a Colorado Limited Liability Company  
its Member

By: Deerbrook Plaza, L.P.,  
a Texas Limited Partnership,  
its Sole Member

By: Houston-Deerbrook, LLC,  
a Texas Limited Liability Company,  
its Sole General Partner

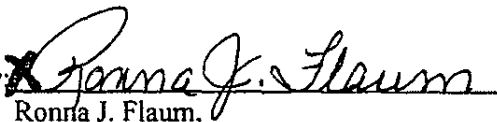
By: Lamar Palms Associates L.P.,  
a California Limited Partnership,  
its Sole Member

By: Lamar Springs LLC,  
a California Limited Liability Company,  
its Sole General Partner

By: \_\_\_\_\_  
Name: Cory D. Boss  
Title: Vice President

**AND**

**SHERIDAN PASS, LLC,**  
a Florida limited liability company

By:   
Ronra J. Flaum,  
its Sole Member