

L 05000026601

Florida Department of State

Division of Corporations

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Division of Corporations
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Account Number : I20030000100
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**MERGER OR SHARE EXCHANGE
ESTERO RIDGE LLC**

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**ARTICLES OF MERGER
OF
ESTERO RIDGE II, LLC
INTO
ESTERO RIDGE, LLC**

THE FOLLOWING ARTICLES OF MERGER are being submitted in accordance with Section(s) 605.1025, Florida Statutes.

FIRST

The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

	NAME AND ADDRESS	JURISDICTION	ENTITY TYPE
1.	Estero Ridge, LLC 4099 Tamiami Trail North Suite 200 Naples Florida 34103	Florida	Limited Liability Company

Florida Document/Registration Number: L05000026601

2.	Estero Ridge II, LLC 4099 Tamiami Trail North Suite 200 Naples, Florida 34103	Florida	Limited Liability Cpmpany
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Florida Document/Registration Number: L13000038834

SECOND

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

	NAME AND ADDRESS	JURISDICTION	ENTITY TYPE
1.	Estero Ridge, LLC 4099 Tamiami Trail North Suite 200 Naples, Florida 34103	Florida	Limited Liability Company

Florida Document/Registration Number: L05000026601

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CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

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THIRD

The attached Plan of Merger meets the requirements of sections 605.1021-605.1026, Florida Statutes, and was approved by each domestic merging, limited liability company, that is a party to the merger, by each other merging entity in accordance with the laws of its jurisdiction and by each member of such limited liability company who as a result of the merger will have interest holder liability under section 605.1023(1)(b).

FOURTH

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.

FIFTH

The surviving entity existed before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.

SIXTH

The surviving entity agrees to pay any members with appraisal rights the amount, to which members are entitled under sections 605.116 and 605.1061-605-1072 of the Florida Statutes.


SEVENTH

The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

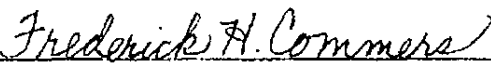
EIGHTH

Signatures:

ESTERO RIDGE, LLC

By: 
Chad D. Commers, Manager

By: 
Daniel P. Commers, Managing Member

By: 
Frederick H. Commers, Managing Member

H14000089228 3

By: _____
Daniel P. Digre, Managing Member

By: _____
Eugene D. Mahaney, Managing Member

By: _____
William S. Reiling, Managing Member

ESTERO RIDGE II, LLC

By: _____
Daniel P. Commers, Manager/ Managing Member


By: _____
Frederick H. Commers, Managing Member


By: _____
Daniel P. Digre, Managing Member


By: _____
Eugene D. Mahaney, Managing Member

By: _____
William S. Reiling, Managing Member

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By: 
Daniel P. Digre, Managing Member

By: 
Eugene D. Mahaney, Managing Member


By: 
William S. Reiling, Managing Member

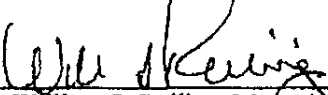
ESTERO RIDGE II, LLC

By: 
Daniel P. Commers, Manager/ Managing Member

By: 
Frederick H. Commers, Managing Member

By: 
Daniel P. Digre, Managing Member

By: 
Eugene D. Mahaney, Managing Member

By: 
William S. Reiling, Managing Member

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By: _____
Daniel P. Digre, Managing Member

By: _____
Eugene D. Mahaney, Managing Member

By: _____
William S. Reiling, Managing Member

ESTERO RIDGE II, LLC

By: _____
Daniel P. Commers, Manager/ Managing Member

By: _____
Frederick H. Commers, Managing Member

By: _____
Daniel P. Digre, Managing Member

By: _____
Eugene D. Mahaney, Managing Member

By: _____
William S. Reiling, Managing Member

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PLAN OF MERGER
ESTERO RIDGE II, LLC
INTO
ESTERO RIDGE, LLC

The following plan of merger, which was adopted and approved by each party to the merger and is being submitted in accordance with Chapter 605, Florida Statutes.

FIRST

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

NAME AND ADDRESS	JURISDICTION	ENTITY TYPE
1. Estero Ridge, LLC 4099 Tamiami Trail North Suite 200 Naples Florida 34103 Florida Document/Registration Number: L05000026601	Florida	Limited Liability Company
2. Estero Ridge II, LLC 4099 Tamiami Trail North Suite 200 Naples, Florida 34103 Florida Document/Registration Number: L13000038834	Florida	Limited Liability Cpmpany

SECOND

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

NAME AND ADDRESS	JURISDICTION	ENTITY TYPE
1. Estero Ridge, LLC 4099 Tamiami Trail North Suite 200 Naples, Florida 34103 Florida Document/Registration Number: Lo5000026601 FEI Number: 20-2512232	Florida	Limited Liability Company

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THIRD

The terms and conditions of the merger are as follows:

1. At the date and time herein designated as the effective time of the merger (hereinafter referred to as "Effective Time") the separate existence of Estero Ridge II, LLC shall cease and the Estero Ridge II, LLC, shall be merged into Estero Ridge, LLC. Effective Time of the merger shall be upon the filing of the Articles with the State of Florida.
2. At the Effective Time of the Merger, the Articles of Organization of Estero Ridge, LLC shall be the Articles of Organization of Estero Ridge, LLC.
3. At the Effective Time of the Merger, the Limited Liability Company Operating Agreement of Estero Ridge LLC shall become the Limited Liability Company Operating Agreement of Estero Ridge, LLC.

FOURTH

The manner and basis of converting the interests, shares, obligations or other securities of Estero Ridge II, LLC into the interests, shares, obligations or other securities of Estero Ridge, LLC are as follows:

1. As of the effective time of the merger, by virtue of the merger and without any action on the part of any holder, each issued and outstanding membership interest of Estero II, LLC shall be canceled and each member shall receive an equal number membership interests of Estero Ridge, LLC exchange therefore.
2. As of the effective time of the merger, by virtue of the merger and without any action on the part of any holder, each issued and outstanding membership interests of the Estero Ridge, LLC shall not be affected by the merger and shall continue to be issued and outstanding membership interest of Estero Ridge, LLC, provided however that notwithstanding the above, following the merger, the ownership of all outstanding membership interest in Estero Ridge, LLC shall be as follows:

NAME	INTEREST
DANIEL P. COMMERS	30.10 %
FREDERICK H. COMMERS	25.98 %
DANIEL P. DIGREE	21.08 %
EUGENE D. MAHANEY	18.14 %
WILLIAM S. REILING	4.70 %

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FIFTH

Estero Ridge, LLC is the surviving entity and the names and addresses of the manager and managing members are as follows:

CHAD D. COMMERS -

DANIEL P. COMMERS - 1306 Aspen Way, Mendota Heights, MN 55347.

FREDERICK H. COMMERS - 4901 Gulf Shore Boulevard, North, Naples FL 34103.

DANIEL P. DIGREE - 9505 Bennet Place, Eden Prairie MN. 55347.

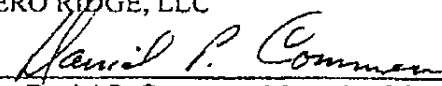
EUGENE D. MAHANEY - 15131 Intracoastal Court, Fort Myers, FL. 33908.

WILLIAM S. REILING - 4351 Gulf Shore Boulevard, North, Naples, FL. 34103

SIXTH

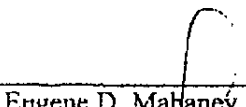
Signatures:

ESTERO RIDGE, LLC

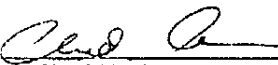
By: 
Daniel P. Commers, Managing Member

By: 
Fred Commers, Managing Member

By: _____
Daniel P. Digre, Managing Member

By: 
Eugene D. Mahaney, Managing Member

By: 
William F. Reiling, Managing Member

By: 
Chad D. Commers, Manager


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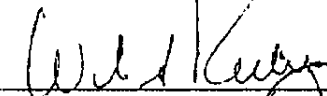
ESTERO RIDGE II, LLC

By: 
Daniel P. Commers, Manager/ Managing Member

By: 
Fred Commers, Managing Member

By: _____
Daniel P. Digre, Managing Member

By: 
Eugene D. Mahaney, Managing Member

By: 
William F. Reiling, Managing Member

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FIFTH

Esterio Ridge, LLC is the surviving entity and the names and addresses of the manager and managing members are as follows:

CHAD D. COMMERS -

DANIEL P. COMMERS - 1306 Aspen Way, Mendota Heights, MN 55347.

FREDERICK H. COMMERS - 4901 Gulf Shore Boulevard, North, Naples FL 34103.

DANIEL P. DIGREE - 9505 Bennet Place, Eden Prairie MN. 55347.

EUGENE D. MAHANEY - 15131 Intracoastal Court, Fort Myers, FL. 33908.

WILLIAM S. REILING - 4351 Gulf Shore Boulevard, North, Naples, FL. 34103

SIXTH

Signatures:


ESTERO RIDGE, LLC

By: 
Daniel P. Commers, Managing Member

By: _____
Fred Commers, Managing Member

By: 
Daniel P. Digre, Managing Member

By: 
Eugene D. Mahaney, Managing Member

By: 
William F. Reiling, Managing Member

By: _____
Chad D. Commers, Manager

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ESTERO RIDGE II, LLC

By: 
Daniel P. Commers, Manager/ Managing Member

By: _____
Fred Commers, Managing Member

By: 
Daniel P. Digre, Managing Member

By: _____
Eugene D. Mahaney, Managing Member

By: 
William F. Reiling, Managing Member

H14000089228 3

H14000089228 3

FIFTH

Estero Ridge, LLC is the surviving entity and the names and addresses of the manager and managing members are as follows:

CHAD D. COMMERS -

DANIEL P. COMMERS - 1306 Aspen Way, Mendota Heights, MN 55347.

FREDERICK H. COMMERS - 4901 Gulf Shore Boulevard, North, Naples FL 34103.

DANIEL P. DIGREE - 9505 Bennet Place, Eden Prairie MN. 55347.

EUGENE D. MAHANEY - 15131 Intracoastal Court, Fort Myers, FL. 33908.

WILLIAM S. REILING - 4351 Gulf Shore Boulevard, North, Naples, FL. 34103

SIXTH

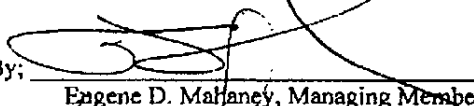
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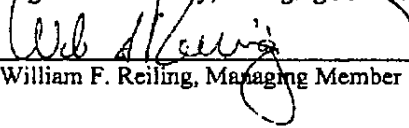
ESTERO RIDGE, LLC

By: 
Daniel P. Commers, Managing Member

By: _____
Fred Commers, Managing Member

By: _____
Daniel P. Digre, Managing Member

By: 
Eugene D. Mahaney, Managing Member

By: 
William F. Reiling, Managing Member

By: _____
Chad D. Commers, Manager

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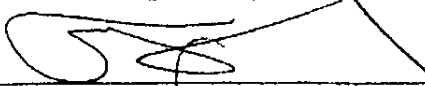
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ESTERO RIDGE II, LLC

By: 
Daniel P. Commers, Manager/ Managing Member

By: _____
Fred Commers, Managing Member

By: _____
Daniel P. Digre, Managing Member

By: 
Eugene D. Mahaney, Managing Member

By: 
William F. Reiling, Managing Member

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