# Electronic Filing Cover Sheet

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: SHUFFIELD LOWMAN

Account Number : 120030000118 Phone

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## MERGER OR SHARE EXCHANGE

930 LAKE BALDWIN LANE I, LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$50.00

J. BRYAN

APR 3 0 2008

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EXAMINER

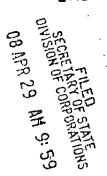
https://efile.sunbiz.org/scripts/efilcovr.exe

4/29/2008 2:07:46 PM

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### CERTIFICATE OF MERGER OF 930 LAKE BALDWIN LANE II, LLC WITH AND INTO 930 LAKE BALDWIN LANE I, LLC



The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with Section 608.43B2, Florida Statutes:

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

Name Jurisdiction Entity Type

930 Lake Baldwin Lane II, LLC Florida Limited Liability Company

Document Number: L05000043835

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

Name Jurisdiction Entity Type

930 Lake Baldwin Lane I, LLC Florida Limited Liability Company

Document Number: L05000043822

<u>THIRD:</u> The <u>attached</u> Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

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:

N/A

<u>SIXTH</u>: 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: \_\_\_\_N/A

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SEVENTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the surviving party agrees to pay to any members with appraisal rights the amount to which such members are entitled under Sections 607.4351-608.43595, Florida Statutes.

EIG: state

a) Lists the following street and mailing address of an office which the Florida Department of State may use for the purposes of Section 48.181, Florida Statute as follows:  Street address:  Mailing address:	6 08 NPR 29
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	29
Mailing address:	
	計 9:
	ن. ن ف
Appoints the Florida Secretary of State as its agent for service of process in proceeding to enforce obligations of each limited liability company that merge into such entity, including any appraisal rights of its members under Section 608.4351-608.43595, Florida Statues.	d
NINTH: Signature(s) for each party.	
Name of Entity Signature(s) Typed or Printed Name and Typed or Printed Name and Title of Individual	
# Andreas Art Constitution of the Part of	
930 Lake Baldwin Lane I. LLC Vand Gara Vickie L. Gayle Manager	

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#### PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 608.4381, Florida Statutes, and is being submitted in accordance with Section 608.438, Florida Statutes.

<u>FIRST</u>: The exact name, form/entity type and jurisdiction of each of the parties to the merger are as follows:

930 Lake Baldwin Lane II, LLC

Florida

Limited Liability Company

Document Number:

L05000043835

930 Lake Baldwin Lane I. LLC

Florida

Limited Liability Company

Document Number L05000043822

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

Name

Jurisdiction

Entity Type

930 Lake Baldwin Lane I, LLC

Florida
Document Number:

Limited Liability Company

L05000043822

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

The merging parties shall be merged with and into the surviving party, and the separate existence of each merging party shall cease as of the effective date of this Plan of Merger. The surviving party shall retain the name of "930 LAKE BALDWIN LANE I, LLC" after the merger. As of the effective date of this Plan of Merger, the surviving party shall possess all of the right, privileges, powers and franchises of each merging party, of a public as well as private nature, and all property, real, personal or otherwise, of each merging party, and all debts due on whatever account to it, including, without limitation, the obligations of the merging party under that certain Mortgage and Security Agreement dated as of May 20, 2005 by and between the merging parties and AmSouth Bank, as recorded in O.R. Book 007981, Page 1766 of the public records of Orange County, Florida, and including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the surviving party without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the surviving party shall continue unaffected and unimpaired by the merger.

The Articles of Organization and the Operating Agreement of the surviving party, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of Organization and the Operating Agreement of the surviving party until duly amended in accordance with law, and no change to such Articles of Organization or Operating Agreement shall be affected by the merger hereunder. The names and addresses of the managers of the surviving party are as follows:

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Brenda M. Barry 930 Lake Baldwin Lane Orlando, FL 32814 Vickie L. Gayle 930 Lake Baldwin Lane Orlando, FL 32814

#### FOURTH:

The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

After the effective date of this Plan of Merger, by virtue of the merger and without any action on the part of the sole member of the merging party or the sole member of the surviving party, all of the issued and outstanding certificates representing units of interest in the merging party shall be converted into and represent the right to receive fifty (50%) of the total issued and outstanding units of equity interest in the surviving party. The issued and outstanding certificates representing ownership of units of interest in the surviving party shall not be affected by the merger under this Plan of Merger except that the current sole member of the surviving party shall now own fifty (50%) of the total issued and outstanding units of equity interest in the surviving party.

There are no outstanding rights to acquire interests, shares, obligations or other securities of the merged party.

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

Not Applicable

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

The federal employer identification number of the surviving party is as follows:

20-4112775

SECRETARY OF STATE OF DIVISION OF CORPORATIONS

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