

LD5 000051690

Clear Lake Farm

(Requestor's Name)

250 E. Colonial Dr

(Address)

Suite #300

(Address)

Orlando FL 32801

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

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MAIL

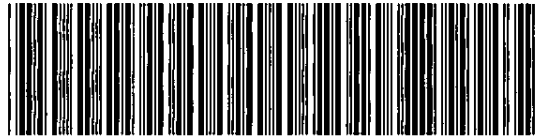
(Business Entity Name)

(Document Number)

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05/20/08--01002--005 **25.00

FILED
08 MAY 20 AM 10:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

N. Olligan MAY 20 2008



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 1, 2008

CLEAR LAKE FARMS LLC
250 E. COLONIAL DRIVE
SUITE 300
ORLANDO, FL 32801

SUBJECT: CLEAR LAKE FARM, LLC
Ref. Number: L05000051690

We have received your document for CLEAR LAKE FARM, LLC and your check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following:

The total to file the merger is \$50.00. Its \$25.00 per entity and additional fee of \$25.00 is required.

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) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 908A00027586

CERTIFICATE OF MERGER
OF
CLEAR LAKE FARM, LLC, a
Florida limited liability company

FILED
08 MAY 20 AM 10:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The following Certificate of Merger is being submitted in accordance with Section 608.4382, Florida Statutes.

Section 1. The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

(a) Surviving Entity:

- (i) Name: *Clear Lake Farm, LLC*
- (ii) Street Address: 250 East Colonial Drive, Suite 300, Orlando, Florida 32801
- (iii) Jurisdiction: Florida
- (iv) Entity Type: Limited Liability Company
- (v) Florida Document/Registration Number: L05000051690
- (vi) FEI Number: 20-2889669

(b) Absorbed Entity:

- (i) Name: *Moss Property, LLC*
- (ii) Street Address: 250 East Colonial Drive, Suite 300, Orlando, Florida 32801
- (iii) Jurisdiction: Florida
- (iv) Entity Type: Limited Liability Company
- (v) Florida Document/Registration Number: LO6000001966
- (vi) FEI Number: 34-2044165

Section 2. The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

(a) Surviving Entity:

- (i) Name: *Clear Lake Farm, LLC*
- (ii) Street Address: 250 East Colonial Drive, Suite 300, Orlando, Florida 32801
- (iii) Jurisdiction: Florida
- (iv) Entity Type: Limited Liability Company
- (v) Florida Document/Registration Number: L05000051690
- (vi) FEI Number: 20-2889669

Section 3. The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes,

and was approved by each limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

Section 4. If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

Section 5. If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

Section 6. If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under Section 608.4384, Florida Statutes.

Section 7. If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to Section 608.4381(2), Florida Statutes.

Section 8. 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.

Section 9. The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

Section 10. The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

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SIGNATURES AND NOTARY CERTIFICATIONS ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties hereto have caused this Certificate of Merger to be executed as of the date set forth adjacent to their signatures below.

CLEAR LAKE FARM, LLC, a Florida limited liability company

By: _____

John Kingman Keating
As its Managing Member

Date Executed: 4/25/08

MOSS PROPERTY, LLC, a Florida limited liability company

By: _____

John Kingman Keating
As its Managing Member

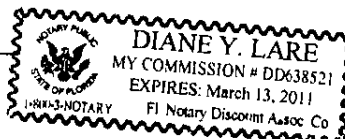
Date Executed: 4/25/08

**STATE OF FLORIDA
COUNTY OF ORANGE**

I HEREBY CERTIFY, as an officer duly authorized to take acknowledgments and oaths in the State and County aforesaid, that at the execution of this instrument on the date set forth below, John Kingman Keating personally appeared before me, as Managing Member of Clear Lake Farm, LLC, a Florida limited liability company and executed or acknowledged his previous execution of this instrument. I HEREBY FURTHER CERTIFY, that John Kingman Keating, is the same person either executing or acknowledging execution of the foregoing instrument because: ☒ I personally know him/her/them OR ☐ I have satisfactory evidence of same based upon a ☐ Florida driver's license or ☐ Other identification: _____

28 day of April, 2008.

Notary Public Signature
(PLACE NOTARY NAME & SEAL IMMEDIATELY BELOW)



**STATE OF FLORIDA
COUNTY OF ORANGE**

I HEREBY CERTIFY, as an officer duly authorized to take acknowledgments and oaths in the State and County aforesaid, that at the execution of this instrument on the date set forth below, John Kingman Keating personally appeared before me, as the Managing Member of Moss Property, LLC, a Florida limited liability company and executed or acknowledged his previous execution of this instrument. I HEREBY FURTHER CERTIFY, that John Kingman Keating, is the same person either executing or acknowledging execution of the foregoing instrument because: ☒ I personally know him/her/them OR ☐ I have satisfactory evidence of same based upon a ☐ Florida driver's license or ☐ Other identification: _____

28 day of April, 2008.

Notary Public Signature
(PLACE NOTARY NAME & SEAL IMMEDIATELY BELOW)

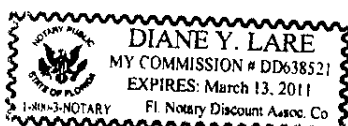


EXHIBIT "A" - PLAN OF MERGER

<p>PLAN OF MERGER</p> <p>OF</p> <p>CLEAR LAKE FARM, LLC</p>
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The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 608.4381 is being submitted in accordance with Section 608.438, Florida Statutes.

Section 1. The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

(a) Surviving Entity:

- (i) Name: *Clear Lake Farm, LLC*
- (ii) Street Address: 250 East Colonial Drive, Suite 300, Orlando, Florida 32801
- (iii) Jurisdiction: Florida
- (iv) Entity Type: Limited Liability Company
- (v) Florida Document/Registration Number: L05000051690
- (vi) FEI Number: 20-2889669

(b) Absorbed Entity:

- (i) Name: *Moss Property, LLC*
- (ii) Street Address: 250 East Colonial Drive, Suite 300, Orlando, Florida 32801
- (iii) Jurisdiction: Florida
- (iv) Entity Type: Limited Liability Company
- (v) Florida Document/Registration Number: LO6000001966
- (vi) FEI Number: 34-2044165

Section 2. The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

(a) Surviving Entity:

- (i) Name: *Clear Lake Farm, LLC*
- (ii) Street Address: 250 East Colonial Drive, Suite 300, Orlando, Florida 32801
- (iii) Jurisdiction: Florida
- (iv) Entity Type: Limited Liability Company

(v) Florida Document/Registration Number: L05000051690

(vi) FEI Number: 20-2889669

Section 3. The terms and conditions of the merger are as follows:

(a) On the effective date of the merger, the separate existence of the absorbed party shall cease, and the surviving party shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed party without the necessity for any separate transfer. The surviving party shall thereafter be responsible and liable for all liabilities and obligations of the absorbed party, and neither the rights of creditors nor any liens on the property of the absorbed party shall be impaired by the merger.

Section 4. 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:

(a) Each member's percentage interest of the absorbed party on the effective date of the merger shall be converted into one-half of such percentage interest of the surviving party.

(b) The conversion shall be effected by the members of the surviving party executing an amendment to the Operating Agreement of the surviving party certifying and agreeing to the post-merger percentage interests of each member of the surviving party.

(c) The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

(i) There are no rights to acquire interests, shares, obligations or other securities of either merged party.

Section 5. If a limited liability company is the surviving entity the names and addresses of the managing members are as follows:

John Kingman Keating, 250 East Colonial Drive, Suite 300, Orlando, Florida 32801

Ottmar W. Olsen, 1671 Ashland Trail, Oviedo, Florida 32765

[BALANCE OF PAGE INTENTIONALLY LEFT BLANK -
SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, this Plan of Merger has been executed this ____ day of April, 2008.

CLEAR LAKE FARM, LLC, a Florida limited liability company

By:  _____

John Kingman Keating

As its Managing Member

Date Executed: 4/25/08

By:  _____

Ottmar W. Olsen

As its Managing Member

Date Executed: 4/29/08

MOSS PROPERTY, LLC, a Florida limited liability company

By:  _____

John Kingman Keating

As its Managing Member

Date Executed: 4/25/08

By:  _____

Ottmar W. Olsen

As its Managing Member

Date Executed: 4/29/08

FILED
08 MAY 20 AM 10:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA