

L05000066001

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

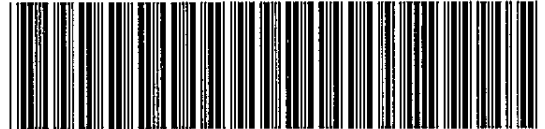
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 790989 7132347
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 80.00

2006 JAN -3 AM 8:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 3, 2006
ORDER TIME : 3:15 PM
ORDER NO. : 790989-005
CUSTOMER NO: 7132347

ARTICLES OF MERGER

BAYSIDE PROPERTIES, LLC

INTO

TERCEIRA DEVELOPMENT, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret

EXAMINER'S INITIALS: _____

CERTIFICATE OF MERGER
For
Florida Limited Liability Company

FILED
2006 JAN -3 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Certificate of Merger is being submitted to merge the following Florida Limited Liability Company(s) in accordance with s. 608.4382, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Bayside Properties, LLC 819 Pinedale Road Fort Walton Beach, FL 32547	Florida	L01000018495 Limited Liability Company
2. Terceira Development, LLC 819 Pinedale Road Fort Walton Beach, FL 32547	Florida	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Terceira Development, LLC 819 Pinedale Road Fort Walton Beach, FL 32547	Florida	L05000066001 Limited Liability Company

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:

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. N/A

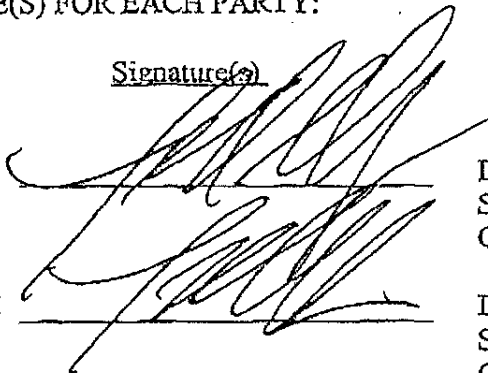
NINTH: SIGNATURE(S) FOR EACH PARTY:

Name of Entity

Signature(s)

Typed or Printed Name

Bayside Properties, LLC



Lowell C. Larson, Jr., President
Southern Ventures of Okaloosa
County, Inc., Managing Member

Terceira Development, LLC

Lowell C. Larson, Jr., President
Southern Ventures of Okaloosa
County, Inc., Manager

PLAN OF MERGER

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Bayside Properties, LLC	Florida	Limited Liability Company
Terceira Development, LLC	Florida	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Terceira Development, LLC	Florida	Limited Liability Company

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

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 other securities of the survivor, in whole or in part, into cash or other property are as follows: The membership interests in Bayside Properties will be converted into an equal number of membership interests in Terceira Development, LLC, and Southern Ventures of Okaloosa County, Inc., the sole member of each party to the merger, will continue as the sole member of the surviving entity
- 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 other securities of the survivor, in whole or in part, into cash or other property are as follows: N/A

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows: None.

01/03/2006

13:30

SOUTHERN VENTURES CORPORATION → 18505581515

NO.189 DOC

SIXTH:

Other provisions, if any, relating to the merger are as follows: None.