

105000068967

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TALLAHASSEE, FLORIDA

S. HAWKES

MAY 20 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GW ACRES, LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

CHRISTOPHER J. KLEIN

Contact Person

BAUR & KLEIN, P.A.

Firm/Company

100 North Biscayne Boulevard, Suite 2100

Address

Miami, Florida 33132

City, State and Zip Code

Cklein@worldwidelaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

CHRISTOPHER J. KLEIN

Name of Contact Person

at (305)

377-3561

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Certificate of Merger
For
Florida Limited Liability Company**

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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>
TGW 53, LLC	Florida	Limited liability company LO6-47399
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
GW ACRES, LLC	Florida	Limited liability company L05000068967

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:

_____ date of filing _____

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:

_____ N/A _____

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 entitles 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: N/A _____

Mailing address: N/A _____

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TALLAHASSEE, FLORIDA

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:
TGW 53, LLC		Guenther Werner
		Frances Keri Werner
GW ACRES, LLC		Guenther Werner
		Frances Keri Werner

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

<u>Fees:</u> 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

<u>Certified Copy (optional):</u>	\$30.00
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TALLAHASSEE, FLORIDA

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>
TGW 53, LLC	Florida	Limited liability company

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>
GW ACRES, LLC	Florida	Limited liability company

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

SEE ATTACHED PLAN OF MERGER

(Attach additional sheet if necessary)

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STATE
FLORIDA

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 ATTACHED PLAN OF MERGER

(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:

SEE ATTACHED PLAN OF MERGER

(Attach additional sheet if necessary)

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

SEE ATTACHED PLAN OF MERGER

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TALLAHASSEE, FLORIDA

(Attach additional sheet if necessary)

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

SEE ATTACHED PLAN OF MERGER

(Attach additional sheet if necessary)

**PLAN OF MERGER
OF
TGW 53, LLC
INTO
GW ACRES, LLC**

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TALLAHASSEE, FLORIDA

THIS PLAN OF MERGER is dated May 13, 2010, pursuant to Sections 608.438, *et seq.*, of the Florida Limited Liability Company Act (the "FLLCA").

(1) The names of the companies which are parties to the merger are TGW 53, LLC, a Florida limited liability company (the "Merging Company") and GW ACRES, LLC, a Florida limited liability company (the "Surviving Company").

(2) On the Effective Date of the Merger (as determined in accordance with paragraph 7 below), the Merging Company shall be merged into the Surviving Company, governed by the laws of the State of Florida.

(3) No shares of the Surviving Company shall be in any way changed or affected by reason of the merger of the Merging Company into the Surviving Company, nor shall any change be made by reason of such merger in the Articles of Organization or By-Laws of the Surviving Company as in effect immediately prior to the merger

(4) The directors and officers of the Surviving Company immediately prior to the Effective Date shall be and remain the directors and officers of the Surviving Company from and after the Effective Date until their tenure is terminated.

(5) On the Effective Date, the outstanding shares of the Merging Company shall be canceled and shall not be converted into any shares, rights, obligations, or other securities of the Surviving Company or of any other company, nor shall any cash or any other property be paid or delivered in exchange therefor or upon surrender thereof.

(6) On the Effective Date, the separate existence of the Merging Company shall cease, and the Merging Company and the Surviving Company shall become a single limited liability company, which shall have the purposes and shall possess all the rights, privileges, powers, immunities, franchises and authority, both public and private, of both the Merging Company and the Surviving Company; and all property, real, personal and mixed, and all debts due on whatever account, all other choses in action and every other interest of or belonging to or

due to the Merging Company or the Surviving Company, shall be taken and deemed to be transferred to and vested in the Surviving Company without further act or deed; the title to any real estate or any interest therein, vested by deed or otherwise in the Merging Company or the Surviving Company, shall not revert or be in any way impaired by reason of the merger; Surviving Company shall henceforth be responsible and liable for all the liabilities, debts, duties and obligations of the Merging Corporation, and any claim existing or action or proceeding pending by or against either the Merging Company or the Surviving Corporation may be prosecuted as if the merger had not taken place, or the Surviving Company may be substituted in its place; and neither the rights of the creditors nor any liens upon the property of the Merging Company of the Surviving Company shall be impaired by the merger; all as and with the effect set forth in the FLLCA.

(7) The merger shall become effective on the day on which the Certificate of Merger to which this Plan of Merger is attached under the FLLCA shall have been filed with the State of Florida, Department of State (the "Effective Date").

(8) This Plan of Merger shall constitute the Plan of Liquidation of the Merging Company within the meaning of the Internal Revenue Code.

(9) Except to the extent they are modified hereby, the provisions of Section 608.4383 and other provisions of the FLLCA shall govern this merger.

(10) The accountants for the Merging Company and the Surviving Company shall determine the "fair value" of the interests in the companies, pursuant to the appropriate accounting methods, as determined by them.

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WAIVER OF NOTICE

The undersigned, being the sole owners of all membership interests in both TGW 53, LLC, a Florida limited liability company (the "Merging Company"), and of GW ACRES, LLC, a Florida limited liability company (the "Surviving Company"), hereby each waive all formal requirements with respect to the adoption of a plan of merger of the Merging Company with and into the Surviving Company under the Florida Limited Liability Company Act, Sections 608.438, *et. seq.*, Florida Statutes, including the necessity of holding a formal or informal meeting, and any requirements that notice of such meeting be given.

Date: May 13, 2010



GUENTHER WERNER

Date: May 13, 2010



FRANCES KERI WERNER

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TALLAHASSEE, FLORIDA