

LOS 000079462

(Requestor's Name)

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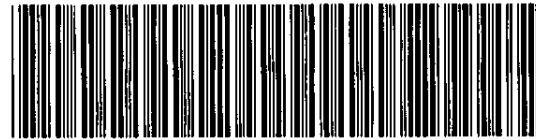
(Business Entity Name)

(Document Number)

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: FREEPORT COMMUNICATIONS, 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:

CINDY ALDRICH OR SCOTT DICK

Contact Person

FREEPORT COMMUNICATIONS

Firm/Company

4652 GULFSTARR DRIVE

Address

DESTIN, FL 32541

City, State and Zip Code

caldrich@crystalbeachdevelopment.com

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

For further information concerning this matter, please call:

JAY A. ODOM at (850) 654-4126

Name of Contact Person

Area Code

Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

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

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

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, 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>
ANCHORS STREET, LTD <i>1145-73</i>	FLORIDA	LIMITED
		PARTNERSHIP
FREEPORT <i>105-79462</i>	FLORIDA	LIMITED LIABILITY
COMMUNICATIONS, LLC		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>
FREEPORT COMMUNICATIONS	FLORIDA	LIMITED LIABILITY
LLC		COMPANY

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; 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 s.605.1023(1)(b).

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FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

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STATE

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FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed 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:

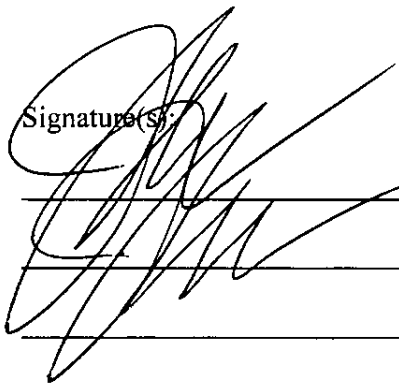
SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

FREEPORT COMMUNICATIONS, LLC

ANCHORS STREET, LTD

Signature(s)



Typed or Printed
Name of Individual:

JAY A. ODOM

JAY A. ODOM

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 an authorized person

<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

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated the 3rd day of Sept 2014, between Freeport Communications, LLC, a Florida limited liability company, hereinafter referred to as the "Surviving LLC," and Anchors Street LTD., a Florida Limited Partnership, hereinafter referred to as the "Absorbed Partnership."

WITNESSETH:

WHEREAS, Surviving LLC is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 4652 Gulfstarr Dr., Destin, Florida, 32541; and

WHEREAS, Surviving LLC has issued an outstanding One Thousand (1000) Membership Units, of which is owned in the following manner: Ninety (90) units are owned by Jay A. Odom and Ten (10) units are owned by Water's Edge Building Company, Inc., a Florida Corporation; and

WHEREAS, Absorbed Partnership is a Florida Limited Partnership organized and existing under the laws of the State of Florida pursuant to that certain Limited Partnership Agreement dated May 8, 1995, and all subsequent amendments thereto, with its principal office at 4652 Gulfstarr Dr., Destin, Florida, 32541; and

WHEREAS, Absorbed Partnership is owned by the following percentages: 99% of the partnership interest is owned by the Limited Partner Jay A. Odom and 1% is owned by the General Partner Water's Edge Building Company, a Florida Corporation; and

WHEREAS, the managers and members of the Surviving LLC deem it desirable and in the best business interest of the organization and its members that the Absorbed Partnership be merged into Surviving LLC pursuant to the provisions of Section 608.438, et seq., of the Florida Limited Liability Company Act and pursuant to the provisions of Section 620, et seq., of the Florida Revised Uniform Limited Partnership Act;

WHEREAS, the General and Limited partners of the Absorbed Partnership deem it desirable and in the best business interests of the corporation and its shareholders that the Absorbed Partnership be merged into Surviving LLC pursuant to the provisions of Sections 608.438 et seq., of the Florida Limited Liability Company Act and pursuant to the provisions of Section 620 et seq. in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. **Absorbed Partnership.** The exact name and jurisdiction of the merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Anchors Street LTD	Florida

2. **Surviving LLC.** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Freeport Communications, LLC	Florida

3. **Terms and Conditions.** On the effective date of the merger, the separate existence of the Absorbed Partnership shall cease, and the Surviving LLC shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Partnership, without the necessity for any separate transfer. The Surviving LLC shall then be responsible and liable for all liabilities and obligations of the Absorbed Partnership, and neither the rights of creditors nor any liens on the property of the Absorbed Partnership shall be impaired by the merger.

4. **Conversion of Partnership Interest of Absorbed Partnership.** The manner and basis of converting the respective partnership interests in the Absorbed Partnership into a Membership Interest in the Surviving LLC is as follows:

(i) Each percentage interest in the Absorbed Partnership on the effective date of the merger shall be converted into a .99999 Membership Interest percentage of the Surviving LLC which Membership Interest shall then be issued and outstanding. Following the merger Jay A. Odom shall hold a 95% Membership Interest and Water's Edge Building Company, Inc. shall hold a 5% Membership Interest in the Surviving LLC.

(ii) The conversion shall be effected as follows: After the effective date of the merger, each holder of a partnership interest in the Absorbed Partnership shall surrender them to the Surviving LLC or its duly appointed agent, in the manner that the Surviving LLC shall legally require. On receipt of the share certificates, the Surviving LLC shall issue Membership Interests in the manner that the Surviving LLC shall require.

(iii) Holders of a partnership interest in the Absorbed Partnership shall not be entitled to distributions payable on Membership Interests of the Surviving LLC until said Membership Interest have been issued. Then, each such Member shall be entitled to receive any distributions to Members of the Surviving LLC issuable to them under this

plan which may have been declared and paid between the effective date of the merger and the issuance to those Members of the Membership Interest in the Surviving LLC.

5. **Approval by Managers and Members.** This Agreement and Plan of Merger shall be submitted for the approval of the managers and members of the undersigned limited liability company in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before 3rd Sept, 2014, or at such other time as to which the managers of the company may agree.

6. **Approval by Partners.** This Agreement and Plan of Merger shall be submitted for the approval of the partners of the Absorbed Partnership in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before August 30, 2014, or at such other time as to which the boards of directors of the corporation may agree.

7. **Payment to Member Pursuant to Sections 608.4351 to 608.43595.** The Surviving LLC shall pay to any members with appraisal rights the amount to which such members are entitled under Sections 608.4351 to 608.43595 of the Florida Limited Liability Company Act.

8. **Effective Date of Merger.** The effective date of this merger shall be the date when certificate of merger are filed by the Florida Department of State.

9. **Execution of Agreement.** This Agreement and Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

[SIGNATURE PAGE TO FOLLOW]

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Executed on behalf of the parties by their officers pursuant to the authorization of their respective boards of directors and managers on the date first above written.

FREEPORT COMMUNICATIONS LLC

By: Waters Edge Building Company, Inc.
Its Manager

By: _____
Its: President

ANCHORS STREET, LTD.

By: Waters Edge Building Company, Inc.
Its General Partner

By: _____
Its: President

By: _____
Jay Odom, Limited Partner

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CERTIFICATE OF MERGER

between

**Freeport Communications, LLC,
a Florida Limited Liability Company**

and

**Anchors Street LTD,
a Florida Limited Partnership**

RECORDED
FILED
SEP 26 2014
CLERK OF CIRCUIT COURT
JUDICIAL CIRCUIT IN AND FOR
FLORIDA

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ARTICLE I
FILED

Pursuant to the provisions of Sections 605.4382 and 620.2106, Florida Statutes the undersigned Partnership and the undersigned limited liability company adopt the following Certificate of Merger for the purpose of merging Freeport Communications, LLC, a Florida limited liability company (sometimes referred to as the "Surviving LLC"), and Anchors Street LTD., a Florida Limited Partnership (sometimes referred to as the "Absorbed Partnership"):

ARTICLE I

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Anchors Street LTD 4652 Gulfstarr Dr., Destin, Florida, 32541	Florida	Limited Partnership
Freeport Communications, LLC 4652 Gulfstarr Dr., Destin, Florida, 32541	Florida	Limited Liability Company

ARTICLE II

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Freeport Communications, LLC 4652 Gulfstarr Dr., Destin, Florida, 32541 Florida Document Number L05000079462 FEI/EIN Number: 260488268	Florida	Limited Liability Company

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ARTICLE III

The attached Agreement and Plan of Merger meets the requirements of Sections 608.438, and 620.2108 Florida Statutes, and was approved by each domestic entity that is a party to the merger in accordance with Chapters 608 and 620, Florida Statutes.

The attached Agreement and 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.

ARTICLE IV

The attached Agreement and Plan of Merger was adopted by the general and limited partners of Anchors Street LTD pursuant to the terms and conditions of its Limited Partnership Agreement and by the managers and members of Freeport Communications, LLC on the 3th day of SEPT, 2014.

As to the Absorbed Partnership, a written agreement of more than two-thirds (2/3) of the total outstanding percentage interests was sufficient for approval of the Agreement and Plan of Merger.

As to the Surviving LLC, only one class of voting Membership Interest has been authorized and issued, and the number of votes cast of such membership interest for the Agreement and Plan of Merger, along with the amendments therein, was sufficient for approval.

ARTICLE V

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations, operating agreement, or articles of organization of any limited liability company or partnership that is a party to the merger.

ARTICLE VI

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

ARTICLE VII

The Certificate of Merger complies and was executed in accordance with the laws of each party's applicable jurisdiction.

EXECUTED this day of 3rd SEPT, 2014.

FREEPORT COMMUNICATIONS LLC

By: Waters Edge Building Company, Inc.
Its Manager

By: _____
Its: President

ANCHORS STREET, LTD.

By: Waters Edge Building Company, Inc.
Its General Partner

By: _____
Its: President

By: _____
Jay Odom, Limited Partner

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