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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Seahaven Phase I, 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:

Neel Bennett
(Contact Person)

Seahaven Phase I, LLC
(Firm/Company)

15238 Front Beach Rd.
(Address)

Panama City Beach, FL 32413
(City, State and Zip Code)

For further information concerning this matter, please call:

Neel Bennett at (850) 236-1912
(Name of Contact Person) (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

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CERTIFICATE OF MERGER

The following Certificate of Merger is being submitted in accordance with section 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 and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Bennett Seahaven Holdings I, LLC 15238 Front Beach Road, Panama City Beach, Florida 32413	Florida	Limited Liability Company

Florida Document/Registration Number: L06000038516

2. Bennett Seahaven Holdings II, LLC 15238 Front Beach Road, Panama City Beach, Florida 32413	Florida	Limited Liability Company
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Florida Document/Registration Number: L06000038514

3. Bennett Seahaven Holdings III, LLC 15238 Front Beach Road, Panama City Beach, Florida 32413	Florida	Limited Liability Company
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Florida Document/Registration Number: L06000038511

SECOND: 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>
1. Seahaven Phase I, LLC 15238 Front Beach Road, Panama City Beach, Florida 32413	Florida	Limited Liability Company

Florida Document/Registration Number: L05000080978

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

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Operating Agreement or Articles of Organization of any limited liability company that is a party to the merger.

FIFTH: The merger shall become effective as of the date of filing of this Certificate of Merger with the Florida Department of State.

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SIXTH: The Certificate of Merger comply and were executed in accordance with the laws of Florida.

SEVENTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
BENNETT SEAHAVEN HOLDINGS I, LLC		Julian Bennett as President of Bennett's Reef, Incorporated, the Sole Member of Bennett Seahaven Holdings I, LLC
BENNETT SEAHAVEN HOLDINGS II, LLC		Samuel Neal Bennett as Managing Member
		Clark Bennett as Managing Member
		Derrick Bennett as Managing Member
		Mike Bennett as Managing Member
BENNETT SEAHAVEN HOLDINGS III, LLC		Julian Bennett as Managing member of Bennett Family Holdings, LLC, the Sole Member of Bennett Seahaven Holdings, LLC
SEAHAVEN PHASE I, LLC		Samuel Neal Bennett as President of Town of Seahaven, Inc., the Managing Member of Seahaven Phase I, LLC

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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 Chapter 608, Florida Statutes, is being submitted in accordance with section 608.438, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
BENNETT SEAHAVEN HOLDINGS I, LLC	Florida
BENNETT SEAHAVEN HOLDINGS II, LLC	Florida
BENNETT SEAHAVEN HOLDINGS III, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
SEAHAVEN PHASE I, LLC	Florida

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

A. As of the date of filing of the Articles of Merger with the Florida Secretary of State, BENNETT SEAHAVEN HOLDINGS I, LLC, a Florida limited liability company, BENNETT SEAHAVEN HOLDINGS II, LLC, a Florida limited liability company and BENNETT SEAHAVEN HOLDINGS III, LLC, a Florida limited liability company ("Merging Entities") shall merge with and into SEAHAVEN PHASE I, LLC, a Florida limited liability company ("Surviving Entity").

B. After the merger, the Surviving Entity will retain the name Seahaven Phase I, LLC.

C. The Merging Entities shall be merged with and into the Surviving Entity and the Surviving Entity shall continue to be governed by the laws of the State of Florida, and the separate existence of the Merging Entities shall automatically cease. On the effective date of the merger, the existing Articles of Organization and Operating Agreement for Seahaven Phase I, LLC, shall be the organizational documents for the Surviving Entity.

D. As all of the membership interests of the Merging Entities are owned by the Surviving Entity, there shall be no change to the ownership of the Surviving Entity as a result of the merger.

E. On the effective date of the merger, all of the property, rights, privileges and franchises, of whatsoever nature and description, of Merging Entities, including any choses in action belonging to it, shall be transferred to, vested in and shall devolve upon the Surviving Entity, without further act or deed; and all property rights, privileges and franchises, and every other interest, shall be as effectually the property of the Surviving Entity as they were of each of the respective entities, and the title to all real estate vested in either of the entities shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in the Surviving Entity. All debts, liabilities and duties of the respective entities shall, thereafter, be

assumed by and attached to the Surviving Entity, and may be enforced against it to the same extent as if such debts, liabilities and duties have been incurred and contracted by the Surviving Entity.

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:

[see above]

B. 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:

N/A

FIFTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name and address of the manager is as follows:

N/A

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