

DEC-27-2006

# L05000085038

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## MERGER OR SHARE EXCHANGE

### MONA LISA DELVELOPMENT II, LLC

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STATE OF FLORIDA  
ARTICLES OF MERGER  
OF  
MONA LISA AT CELEBRATION II, LLC  
a Florida limited liability company  
INTO  
MONA LISA DEVELOPMENT II, LLC  
a Florida limited liability company

Effective Date 12/31/06

Pursuant to Florida Statutes Section 608.438 entitled "Merger," the undersigned limited liability companies adopt the following Articles of Merger:

FIRST: The Plan of Merger ("Plan of Merger") attached hereto as Exhibit A was adopted by the sole member of Mona Lisa at Celebration II, LLC, a Florida limited liability company (the "Merged LLC") on December 27, 2006. The Plan of Merger was adopted by the Board of Managers of Mona Lisa Development II, LLC, a Florida limited liability company (the "Surviving LLC"), on December 27, 2006. The members of the Surviving LLC were not required to approve the Plan of Merger.

SECOND: The Effective Date and Time of these Articles of Merger shall be 11:59 p.m. on December 31, 2006.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 27<sup>th</sup> day of December 2006.

**MERGED LLC:**

**MONA LISA AT CELEBRATION II, LLC**

By: Mona Lisa Development II, LLC, Member

By:   
William Haberman, Manager

**SURVIVING LLC:**

**MONA LISA DEVELOPMENT II, LLC**

By:   
William Haberman, Manager

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EXHIBIT "A"*Effective Date*PLAN OF MERGER

THIS PLAN OF MERGER, made and entered into as of the 27<sup>th</sup> day of December, 2006, by and between Mona Lisa at Celebration II, LLC, a Florida limited liability company (the "Merged LLC"), and Mona Lisa Development II, LLC, a Florida limited liability company (the "Surviving LLC").

**WITNESSETH:**

WHEREAS, the sole member of the Merged LLC deems it advisable and in the best interests of the Merged LLC to merge with and into the Surviving LLC pursuant to Florida Statutes Section 608.438, and the sole member deems it advisable that the Surviving LLC shall be the surviving limited liability company and its existence as a continuing limited liability company under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger"); and

WHEREAS, this Plan of Merger was approved and adopted by the sole member of the Merged LLC and by the Board of Managers of the Surviving LLC, and in the manner prescribed by Florida Statutes Section 608.4381, the Surviving LLC's members are not required to approve the Plan of Merger.

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 608, the Merged LLC shall be and hereby is merged with and into the Surviving LLC, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the membership interests of the Merged LLC shall be as hereinafter set forth.

ARTICLE I  
EXISTENCE

A. Upon the Merger becoming effective, (i) the separate existence of the Merged LLC shall cease, (ii) the Surviving LLC shall continue and be governed by the laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Merged LLC shall be taken and be deemed to be transferred to and vested in the Surviving LLC and shall be thereafter as effectively the property of the Surviving LLC as they were the property of the Merged LLC, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged LLC shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving LLC. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged LLC shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged LLC shall thenceforth attach to the Surviving LLC and may be enforced against it to the same extent as they had been incurred or contracted by it.

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B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving LLC shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

**ARTICLE II**  
**ARTICLES OF ORGANIZATION OF SURVIVING LLC**

The Articles of Organization of the Surviving LLC in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Organization of the Surviving LLC until the same shall be altered, amended or repealed.

**ARTICLE III**  
**OPERATING AGREEMENT OF SURVIVING LLC**

The Operating Agreement of the Surviving LLC in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Operating Agreement of the Surviving LLC until the same shall be altered, amended or repealed.

**ARTICLE IV**  
**BOARD OF MANAGERS, OFFICERS AND**  
**MEMBERS OF SURVIVING LLC**

The Board of Managers, officers and members of the Surviving LLC in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Managers, officers and members of the Surviving LLC until their successors are elected and qualified or the members transfer their ownership in the Surviving LLC.

**ARTICLE V**  
**CANCELLATION OF MEMBERSHIP INTERESTS**

Each membership interest of the Merged LLC issued and outstanding immediately prior to the Effective Date shall be canceled upon the Merger becoming effective.

**ARTICLE VI**  
**APPROVAL OF MERGER**

This Plan of Merger has been approved by the sole member of the Merged LLC and the Board of Managers of the Surviving LLC as of December 27, 2006, and in the manner prescribed by Florida Statutes Section 608.4381, the Surviving LLC's members are not required to approve the Plan of Merger.

**ARTICLE VII**  
**EFFECTIVE DATE OF MERGER**

This Merger shall become effective 11:59 p.m. on December 31, 2006.

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IN WITNESS WHEREOF, the Merged LLC and the Surviving LLC have signed this Agreement the day and year first above written.

MONA LISA AT CELEBRATION II, LLC

By: Mona Lisa Development II, LLC, Member

By:   
William Haberman, Manager

MONA LISA DEVELOPMENT II, LLC

By:   
William Haberman, Manager

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