

LO5000089423

Florida Department of State
Division of Corporations
Public Access System

Leslie Cruz
19/79

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000249941 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0360

From:
Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP.
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

RECEIVED

05 OCT 21 AM 8:00

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
MARINA GRANDE NORTH MIAMI BEACH, LLC

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$105.00

95.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 OCT 21 AM 8:51

Electronic Filing Menu

Corporate Filing

Public Access Help



ARTICLES OF MERGER

MARINA GRANDE NORTH MIAMI BEACH, LLC, a Florida limited liability company (the "Surviving Entity"), and TCY LIMITED, INC., a Florida corporation (the "Non-Surviving Entity"), hereby state and certify as follows, for the purposes of effecting an agreement and plan of merger between them, pursuant to the requirements of Sections 607.1108 and 608.438, Florida Statutes:

1. Attached as Exhibit "A" is the Agreement and Plan of Merger between the Non-Surviving Entity and the Surviving Entity, which is hereby incorporated by such reference as if fully herein set forth (the "Plan of Merger").

2. The Plan of Merger was duly and unanimously authorized, approved and adopted by the Board of Directors and the shareholders of the Non-Surviving Entity in accordance with the applicable provisions of Chapter 607, Florida Statutes, by Written Consent thereto dated as of September 26, 2005.

3. The Plan of Merger was duly and unanimously authorized, approved and adopted by the manager of the Surviving Entity in accordance with the applicable provisions of Chapter 608, Florida Statutes, by Written Consent thereto dated as of September 26, 2005.

4. The merger of the Non-Surviving Entity with and into the Surviving Entity shall become effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida, and shall have the effects set forth in Section 607.11101 of the Florida Business Corporation Act and Section 608.4383 of the Florida Limited Liability Company Act.

[Signature page follows.]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 OCT 21 AM 8:51

H05000249941 3

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 24 day of September, 2005.

SURVIVING ENTITY:

LD5-89423

MARINA GRANDE NORTH MIAMI BEACH, LLC, a Florida limited liability company

NON-SURVIVING ENTITY:

501643

TCY LIMITED, INC., a Florida corporation

By: Maule Lake Marina LLC, a Florida limited liability company and its manager

By: Theodore Spitzer, Vice President

By: Theodore Spitzer, Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 OCT 21 AM 8:51

H05000249941 3

EXHIBIT "A"
AGREEMENT AND PLAN OF MERGER

MIAMI 922380.2 7386719179

H05000249941 3

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") relates to the merger of TCY LIMITED, INC., a Florida corporation (the "Non-Surviving Entity"), with and into MALINA GRANDE NORTH MIAMI BEACH, LLC, a Florida limited liability company (the "Surviving Entity").

WITNESSETH:

WHEREAS, the Non-Surviving Entity and the Surviving Entity wish to enter into a merger agreement according to which the Non-Surviving Entity will merge with and into the Surviving Entity, and the Surviving Entity will be the surviving entity.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the parties agree as follows:

1. The Merger. On the Effective Date (as defined below), the Non-Surviving Entity shall merge with and into the Surviving Entity (the "Merger"). Immediately following the Merger, the Surviving Entity shall continue as the surviving entity, and the separate existence of the Non-Surviving Entity shall cease.

2. Terms and Conditions. The Merger shall become effective on the date on which the Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Date"), and shall have the effects set forth in Section 607.11101 of the Florida Business Corporation Act and Section 608.4383 of the Florida Limited Liability Company Act.

3. Conversion of Shares and Treatment of Membership Interests.

(a) Each share of common stock, par value \$1.00 per share, of the Non-Surviving Entity issued and outstanding immediately before the Effective Date, and any right to acquire common stock thereof, shall, by virtue of the Merger and the Non-Surviving Entity being the Non-Surviving entity thereof, and without any action on the part of, or consideration being tendered to, the holder thereof, be cancelled and retired and cease to exist, without any conversion thereof.

(b) Each membership interest in the Surviving Entity existing immediately before the Effective Date, and any right to acquire a membership therein, shall, by virtue of the Merger and the Surviving Entity being the surviving entity thereof, and without any action on the part of the holder thereof, continue to exist as a membership interest and right to acquire a membership interest, respectively, in the Surviving Entity.

4. Management. The Surviving Entity shall be managed by a manager. The name and address of the current manager of the Surviving Entity are:

Name

Address

Maule Lake Marina LLC, 321 E. Hillsboro Blvd.
a Florida limited liability company Deerfield Beach, FL 33133

5. Articles of Organization. The Articles of Organization of the Surviving Entity shall be the Articles of Organization of the surviving business entity.

6. Compliance Agreement. The Non-Surviving Entity shall from time to time, as and when requested by the Surviving Entity, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.

7. Section Headings. The headings contained in this Agreement are for reference purposes only and shall not affect the meaning or interpretation of this Agreement.

8. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

[Signature page follows.]

HD5000249941 3

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of September 26, 2005.

SURVIVING ENTITY:

MARINA GRANDE NORTH MIAMI BEACH, LLC, a Florida limited liability company

By: Maule Lake Marina LLC, a Florida limited liability company and its manager

By: 
Theodore Slotzer, Vice President

NON-SURVIVING ENTITY:

TCY LIMITED, INC., a Florida corporation

By: 
Theodore Slotzer, Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 OCT 21 AM 8:51

MIAMI 022141.2 7326719179

HD5000249941 3

18/24/2005 09:58 858-243-8851