

L05000094875

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 JAN 29 PM 4:02

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Collier Investment Holdings, LLC
(Name of Surviving Party) LOS 000094875

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

Please return all correspondence concerning this matter to:

Carol A. Vance, Esq. CPA, PLC
411 5th Avenue
St. Pete Beach, FL 33706

(Firm/Company)

(Address)

(City, State and Zip Code)

For further information concerning this matter, please call:

Carol A. Vance at (727) 367-1222
(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

450 fee needed

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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>
Mainsail GS LLC	FL	LLC
	LO7 000047472	

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>
Collier Investment Holdings, LLC	FL	LLC

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.

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TALLAHASSEE, FLORIDA

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:

January 1, 2009

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 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. N/A

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity: N/A

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: _____

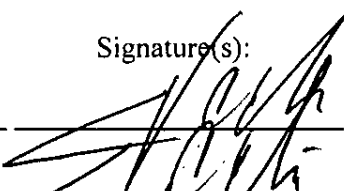
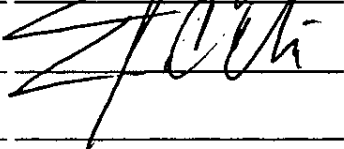
Mailing address: _____

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FLORIDA
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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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:
Mainsail GS, LLC		Joe C. Collier III
Collier Investment Holdings, LLC		Joe C. Collier III Managing member

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

Fees: For each Limited Liability Company: \$25.00 X 2 = 50
For each Corporation: \$35.00
For each Limited Partnership: \$52.50
For each General Partnership: \$25.00
For each Other Business Entity: \$25.00

Certified Copy (optional): \$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>
Mainsail GS LLC	FL	LLC

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>
Collier Investment Holdings, LLC	FL	LLC

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

Mainsail GS LLC was previously owned 100% by Collier Investment Holdings, LLC. Now Mainsail GS LLC shall merge into its 100% owner and its new Entity, Collier Investment Holdings, LLC shall assume all assets & liabilities of the merging LLC.

(Attach additional sheet if necessary)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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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:

The merging company was
not active and held only contracts
for future revenues. All assets
and liabilities = zero and shall
be merged at cost = 0.

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CLERK OF DISTRICT COURT
JAN 29 2009
TALLAHASSEE, FLORIDA

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(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:

The parent owned 100% of
merging LLC previously. Parent
is merging subsidiary into Parent
and eliminating subsidiary LLC.

(Attach additional sheet if necessary)

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

Managing Member of Both
parent and subsidiary - is Joe C.
Collier III. Managing Member
consents to merger.

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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