

Jun. 12. 2006 10:30 AM

FORGES, HAMLIN, KNOWLES &amp; PROUTY

No. 5580

12.1 of 1

L050000100992

Florida Department of State  
Division of Corporations  
Public Access System

## 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.

(((H06000155590 3)))

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

RECEIVED

06 JUN 12 PM 12:42

DIVISION OF CORPORATION

## To:

Division of Corporations  
Fax Number : (850) 205-0380

## From:

Account Name : FORGES, HAMLIN, KNOWLES AND PROUTY, PA.  
Account Number : 076077002227  
Phone : (941) 748-3770  
Fax Number : (941) 746-4160

EFFECTIVE DATE

06/12/06

RECEIVED

06 JUN 12 AM 8:00

DIVISION OF CORPORATION

## MERGER OR SHARE EXCHANGE

Palm Cove Development of Bradenton, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	<del>\$185.00</del>

\$50.00

Electronic Filing Menu

Corporate Filing Menu

Help

J. BRYAN JUN 13 2006

Jun. 12. 2006 10:30AM FORGES HAMLIN KNOWLES &amp; PROUTY

No. 5580 P.

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
06 JUN 12 AM 9:44

.H06000153590 3

## CERTIFICATE OF MERGER OF

MK-CK 2005-3A, LLC

INTO

PALM COVE DEVELOPMENT OF BRADENTON, LLC

#L05000100992

In accordance with Section 608.4382, Florida Statutes, Palm Cove Development of Bradenton, LLC, a Florida limited liability company ("Development"), hereby delivers to the Florida Department of State for filing the following Certificate of Merger for the merger of MK-CK 2005-3A, LLC, an Illinois limited liability company ("MK-CK"), with and into Development. Development shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as Exhibit A (the "Plan of Merger").

2. The Plan of Merger was approved by Development and MK-CK in accordance with Section 608.4381, Florida Statutes.

3. The effective date of the merger is June 12, 2006, which is also the date this Certificate of Merger is filed with the Department of State (the "Effective Date").

EFFECTIVE DATE  
06/12/06

4. Development, as the surviving business entity, is not formed, organized, or incorporated under the laws of any state, country, or jurisdiction other than the State of Florida.

IN WITNESS WHEREOF, this Certificate of Merger has been executed and delivered by the constituent business entities as of the Effective Date.

MK-CK 2005-3A, LLC,  
an Illinois limited liability company

By: 

Richard D. Carlson  
As its Manager

PALM COVE DEVELOPMENT OF  
BRADENTON, LLC,  
a Florida limited liability company

By: 

Richard D. Carlson  
As its Manager

H06000153590 3

Jun. 12. 2006 10:31AM FORGES HAMLIN KNOWLES &amp; PROUTY

No. 5580 P. 3

**EXHIBIT A**                      H06000155590 3  
**PLAN OF MERGER OF**  
**MK-CK 2005-3A, LLC**  
**INTO**  
**PALM COVE DEVELOPMENT OF BRADENTON, LLC**

In accordance with Section 808.438, Florida Statutes and 805 ILCS 180/37-20, the terms of the Plan of Merger are as follows:

1. The name of each of the business entities planning to merge and their respective jurisdiction of formation, organization, or incorporation is as follows: MK-CK 2005-3A, LLC, an Illinois limited liability company ("MK-CK"), and Palm Cove Development of Bradenton, LLC, a Florida limited liability company ("Development"). MK-CK shall be merged into Development. Development shall be the surviving business entity.

2. The agreement of merger or consolidation has been approved and executed by each of the business entities which is to merge or consolidate.

3. An agreement of merger or consolidation is on file at the principal place of business of Development and the address thereof is 137 Osprey Point Drive, Osprey, Florida 34229.

4. A copy of the agreement of merger or consolidation will be furnished by Development, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

5. Development agrees that it may be served with process in the State of Illinois in any action, suit or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to by the Secretary of State is 137 Osprey Point Drive, Osprey, Florida 34229.

6. Except as specified herein, there are no additional terms and conditions of the merger.

7. As a result of the merger, Development, as the surviving business entity, shall be owned in accordance with the attached Schedule A, which is the same as the proportionate ownership interests in MK-CK. The membership interest of MK-CK shall be cancelled.

8. With regard to Development, as the surviving business entity, Development shall be governed in accordance with its Articles of Organization and the Amended and Restated Operating Agreement of Palm Cove Development of Bradenton.

H06000155590 3

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 JUN 12 AM 9:44

Jun. 12. 2006 10:31AM FORGES HAMLIN KNOWLES &amp; PROUTY

No. 5580 P. 4

H06000155590 3

LLC dated June 12, 2006 (the "Operating Agreement"), with the ownership changes specified in Schedule A. The Members of Development shall have the membership interests, designations, preferences, limitations, and relative rights as specified in the Operating Agreement. The Amended and Restated Operating Agreements for MK-CK dated March 30, 2006 is terminated effective as of the effective date of the merger.

9. The effective date of the merger is June 12, 2006, which is also the date this Certificate of Merger is filed with the Department of State (the "Effective Date").

10. Once approved, no party to the merger is authorized to abandon the proposed merger.

11. The parties have chosen not to state a method for determining "fair value."

12. This Plan of Merger shall be submitted to each Member and Manager of MK-CK and Development for approval.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 JUN 12 AM 9:44

H06000155590 3

Jun. 12. 2006 10:31AM PORGES HAMLIN KNOWLES &amp; PROUTY

No. 5580 P. 5

**SCHEDULE A**

H06000155590 3

**PALM COVE DEVELOPMENT OF BRADENTON, LLC, A FLORIDA LIMITED LIABILITY COMPANY****SCHEDULE OF MEMBERS AND PERCENTAGE INTERESTS**

Member	Membership Class	Percentage Interest
Richard D. Carlson, Trustee U/A/D 8/10/94 F.B.O. Lindsay E. Susla	Class B	2.5%
Richard D. Carlson, Trustee U/A/D 12/30/97 F.B.O. Trevor M. Susla	Class B	2.5%
David M. Susla and Laurie C. Susla as joint tenants with rights of survivorship	Class B	15%
Walter K. Carlson and Ellen C. Carlson, as tenants by the entirety	Class A	20%
Richard D. Carlson	Class A	60%

H06000155590 3

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 JUN 12 AM 9:44