

L05000107243

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

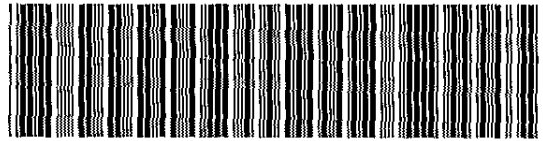
Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

BK

Office Use Only



300062314993

FILED

2005 DEC 28 PM 3:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

05 DEC 28 PM 12:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY*

ACCOUNT NO. : 072100000032

REFERENCE : 781420 80457A

AUTHORIZATION

[Signature]

COST LIMIT : \$ 80.00

ORDER DATE : December 28, 2005

ORDER TIME : 10:42 AM

ORDER NO. : 781420-005

CUSTOMER NO: 80457A

FILED
2005 DEC 28 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

BRIARCLIFF TOWNHOUSES, LLC

INTO

RIVERWOOD VILLAGE, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret

EXAMINER'S INITIALS: _____

**CERTIFICATE OF MERGER
OF
BRIARCLIFF TOWNHOUSES, LLC
AND
RIVERWOOD VILLAGE, LLC**

FILED
2005 DEC 28 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
200500072890
L05000107243

THIS CERTIFICATE OF MERGER is made pursuant to Florida Statutes 608.4382 and pertains to a merger between Briarcliff Townhouses, LLC, as the acquired entity, and Riverwood Village, LLC, as the acquiring and surviving entity.

1. The Plan of Merger whereby Briarcliff Townhouses, LLC will be acquired by and merged into Riverwood Village, LLC as the surviving entity has been adopted, and was approved by each limited liability company in accordance with the applicable provisions of Florida Statutes Chapter 608. A copy of the Plan of Merger and the Action on Plan of Merger is attached hereto.

2. The effective date of the merger shall be as of the date of the filing of the Certificate of Merger with the Office of the Florida Secretary of State.

3. The parties hereto intend that a copy of the Certificate of Merger, certified by the Florida Department of State, will be filed in the official records of Volusia County, Florida, in which Briarcliff Townhouses, LLC holds an interest in real property.

IN WITNESS WHEREOF, this Certificate of Merger is executed by Briarcliff Townhouses, LLC, the acquired entity, and Riverwood Village, LLC, the acquiring and surviving entity this 23 day of December, 2005.

BRIARCLIFF TOWNHOUSES, LLC

RIVERWOOD VILLAGE, LLC

BY: 
CRAIG A. WELLS, MANAGER


BY: 
CRAIG A. WELLS, MANAGER

The MANAGING MEMBER of RIVERWOOD VILLAGE, LLC is: CRAIG A. WELLS
2029 S. PENINSULA DRIVE
DAYTONA BEACH, FL 32118

FILED
2005 DEC 28 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
COUNTY OF VOLUSIA**

BEFORE ME the undersigned Notary Public duly authorized in the State and County aforesaid appeared **Craig A. Wells**, Manager of **Briarcliff Townhouses, LLC**, a Florida limited liability company, and he (a) X is personally known to me; or (b) ___ provided the following form of identification: _____, and he executed the foregoing instrument for the purposes therein expressed this 23 day of December, 2005 and did/did not take an oath.




Notary Public
My Commission Expires:



Laura F. Buckley
MY COMMISSION # DD179801 EXPIRES
February 25, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

**STATE OF FLORIDA
COUNTY OF VOLUSIA**

BEFORE ME the undersigned Notary Public duly authorized in the State and County aforesaid appeared **Craig A. Wells**, Manager of **Riverwood Village, LLC**, a Florida limited liability company, and he (a) X is personally known to me; or (b) ___ provided the following form of identification: _____, and he executed the foregoing instrument for the purposes therein expressed this 23 day of December, 2005 and did/did not take an oath.



Notary Public
My Commission Expires:



Laura F. Buckley
MY COMMISSION # DD179801 EXPIRES
February 25, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

PLAN OF MERGER

THIS PLAN OF MERGER, is made and entered into this 23 day of December, 2005, by and between **BRIARCLIFF TOWNHOUSES, LLC** and **RIVERWOOD VILLAGE, LLC**. This Plan of Merger is prepared pursuant to Florida Statutes 608.438(3). The parties affirm as follows:

1. Riverwood Village, LLC will be the surviving or resulting limited liability company, and will merge with Briarcliff Townhouses, LLC. Both entities are Florida limited liability companies organized and doing business in Florida, and the surviving entity will be Riverwood Village, LLC.
2. The terms and conditions of the merger are that Riverwood Village, LLC has acquired the ownership interests of Briarcliff Townhouses, LLC and therefore is the sole owner of all ownership interests. The assets and liabilities of Briarcliff Townhouses, LLC will be assumed by Riverwood Village, LLC on the effective date of the merger.
3. All assets and liabilities of Briarcliff Townhouses, LLC will become the assets and liabilities of Riverwood Village, LLC as a result of the merger.
4. The Articles of Organization and Operating Agreement of Riverwood Village, LLC shall remain in force and effect and are not being amended or restated.
5. The effective date of the merger is on the date of filing of the Certificate of Merger.

THIS PLAN OF MERGER is made and entered into this 23 day of December, 2005, by the parties hereto.

BRIARCLIFF TOWNHOUSES, LLC

BY: 

CRAIG A. WELLS, MANAGER

RIVERWOOD VILLAGE, LLC

BY: 

CRAIG A. WELLS, MANAGER

**STATE OF FLORIDA
COUNTY OF VOLUSIA**

BEFORE ME the undersigned Notary Public duly authorized in the State and County aforesaid appeared **Craig A. Wells**, Manager of **Briarcliff Townhouses, LLC**, a Florida limited liability company, and he (a) X is personally known to me; or (b) ___ provided the following form of identification: _____, and he executed the foregoing instrument for the purposes therein expressed this 23 day of December, 2005 and did/did not take an oath.




Notary Public
My Commission Expires:



Laura F. Buckley
MY COMMISSION # DD179801 EXPIRES
February 25, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

**STATE OF FLORIDA
COUNTY OF VOLUSIA**

BEFORE ME the undersigned Notary Public duly authorized in the State and County aforesaid appeared **Craig A. Wells**, Manager of **Riverwood Village, LLC**, a Florida limited liability company, and he (a) X is personally known to me; or (b) ___ provided the following form of identification: _____, and he executed the foregoing instrument for the purposes therein expressed this 23 day of December, 2005 and did/did not take an oath.



Notary Public
My Commission Expires:



Laura F. Buckley
MY COMMISSION # DD179801 EXPIRES
February 25, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

ACTION ON PLAN OF MERGER

THIS ACTION ON PLAN OF MERGER, is made and entered into this 23 day of December, 2005, by the undersigned in accordance with Florida Statutes 608.438(1).

1. This approval of the Plan of Merger is being executed by all of the ownership interests of Riverwood Village, LLC and Briarcliff Townhouses, LLC.
2. As of this date, the sole owner of Briarcliff Townhouses, LLC is Riverwood Village, LLC, so by its execution hereto the consent of the outstanding ownership interests of Briarcliff Townhouses, LLC indicate their approval.
3. Riverwood Village, LLC is owned by the undersigned four entities, and by their execution hereof, give their written approval of adoption of the Plan of Merger.
4. This Action on Plan of Merger is with respect to the attached Plan of Merger by and between Riverwood Village, LLC and Briarcliff Townhouses, LLC under which Riverwood Village, LLC becomes the surviving entity.

BRIARCLIFF TOWNHOUSES, LLC

BY: 
CRAIG A. WELLS, MANAGER

BRIARCLIFF TOWNHOUSES, LLC

BY: RIVERWOOD VILLAGE, LLC,
Sole Member


BY: 
CRAIG A. WELLS, MANAGER

OWNERSHIP INTERESTS OF RIVERWOOD VILLAGE, LLC:

HALIFAX CAPITAL, LLC

BY: 
PAUL E. COLLINS, MANAGER

PENINSULA CAPITAL, LLC

BY: 
CRAIG A. WELLS, MANAGER

WOODLEA CAPITAL PARTNERS, LTD


BY: WOODLEA INVESTMENT
COMPANY, LLC, General Partner

BY: 
G. LARRY SIMS, MANAGER


WAYNE BUNN

**STATE OF FLORIDA
COUNTY OF VOLUSIA**

BEFORE ME the undersigned Notary Public duly authorized in the State and County aforesaid appeared **Craig A. Wells**, Manager of **Briarcliff Townhouses, LLC**, a Florida limited liability company, and he (a) X is personally known to me; or (b) ___ provided the following form of identification: _____, and he executed the foregoing instrument for the purposes therein expressed this 23 day of December, 2005 and did/did not take an oath.


Notary Public
My Commission Expires:



Laura F. Buckley
MY COMMISSION # DD179801 EXPIRES
February 25, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

**STATE OF FLORIDA
COUNTY OF VOLUSIA**

BEFORE ME the undersigned Notary Public duly authorized in the State and County aforesaid appeared **Craig A. Wells**, Manager of **Riverwood Village, LLC**, a Florida limited liability company, sole Member of **Briarcliff Townhouses, LLC**, and he (a) X is personally known to me; or (b) ___ provided the following form of identification: _____, and he executed the foregoing instrument for the purposes therein expressed this ___ day of December, 2005 and did/did not take an oath.

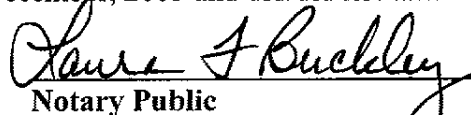

Notary Public
My Commission Expires:



Laura F. Buckley
MY COMMISSION # DD179801 EXPIRES
February 25, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

**STATE OF FLORIDA
COUNTY OF VOLUSIA**

BEFORE ME the undersigned Notary Public duly authorized in the State and County aforesaid appeared **Craig A. Wells**, Manager of **Peninsula Capital, LLC**, a Florida limited liability company, and he (a) X is personally known to me; or (b) ___ provided the following form of identification: _____, and he executed the foregoing instrument for the purposes therein expressed this 23 day of December, 2005 and did/did not take an oath.


Notary Public
My Commission Expires:



Laura F. Buckley
MY COMMISSION # DD179801 EXPIRES
February 25, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME the undersigned Notary Public duly authorized in the State and County aforesaid appeared **Paul E. Collins**, Manager of **Halifax Capital, LLC**, a Florida limited liability company, and he (a) ☒ is personally known to me; or (b) ☐ provided the following form of identification: _____, and he executed the foregoing instrument for the purposes therein expressed this ____ day of December, 2005 and did/did not take an oath.



Notary Public

My Commission Expires:

STATE OF FLORIDA
COUNTY OF VOLUSIA



G. Larry Sims

Commission # DD373396

Expires February 11, 2009

Bonded Troy Fain - Insurance, Inc. 800-385-7019

BEFORE ME the undersigned Notary Public duly authorized in the State and County aforesaid appeared **G. Larry Sims**, Manager of **Woodlea Investment Company, LLC**, a Florida limited liability company, **General Partner of Woodlea Capital Partners, Ltd.**, and he (a) ☒ is personally known to me; or (b) ☐ provided the following form of identification: _____, and he executed the foregoing instrument for the purposes therein expressed this ____ day of December, 2005 and did/did not take an oath.



Notary Public

My Commission Expires:



Laura F. Buckley

MY COMMISSION # DD179801 EXPIRES

February 25, 2007

BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME the undersigned Notary Public duly authorized in the State and County aforesaid appeared **Wayne Bunn** and he (a) ☒ is personally known to me; or (b) ☐ provided the following form of identification: _____, and he executed the foregoing instrument for the purposes therein expressed this ____ day of December, 2005 and did/did not take an oath.



Notary Public

My Commission Expires:



G. Larry Sims

Commission # DD373396

Expires February 11, 2009

Bonded Troy Fain - Insurance, Inc. 800-385-7019