

LOS 000 113526

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

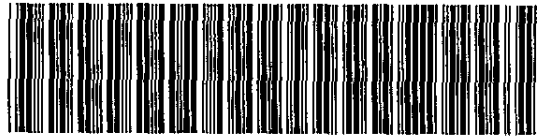
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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06 FEB 21 PM 2:10  
STATE  
OF  
FLORIDA

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Palm Crossings Development, LLC  
(Name of Surviving Party)

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

Please return all correspondence concerning this matter to:

Anthony T. Lepore, Esq.  
(Contact Person)

Anthony T. Lepore, Esq., P.A.  
(Firm/Company)

P.O. Box 823662  
(Address)

South Florida, FL 33082-3662  
(City, State and Zip Code)

For further information concerning this matter, please call:

Anthony T. Lepore at ( 954 ) 433-2126  
(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

\$ 75.00 CHECK ENCLOSED  
( \$ 25.00 x 3 MERGED ENTITIES )

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TALLAHASSEE  
FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 17, 2006

ANTHONY T LEPORE, ESQ  
PO BOX 823662  
SOUTH FLORIDA, FL 33082-3662

SUBJECT: PALM CROSSINGS DEVELOPMENT, LLC  
Ref. Number: L05000113526

We have received your document for PALM CROSSINGS DEVELOPMENT, LLC and your check(s) totaling \$75.00. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$25.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6097.

Marsha Thomas  
Document Specialist

Letter Number: 406A00003210

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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>
AG Palm Crossing 21, LLC	Delaware	LLC - MO3-4109
AG Palm Crossing 22, LLC	Delaware	LLC MO3-4108
AG Palm Crossing 23, LLC	Delaware	LLC MO3-4107

**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>
Palm Crossings Development, LLC	Florida (L05000113526)	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.

**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:

**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 is 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.

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

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: n/a

Mailing address: n/a


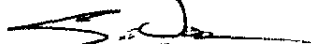

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
AG Palm Crossing 21, LLC		Sam Jazayri
AG Palm Crossing 22, LLC		Sam Jazayri
AG Palm Crossing 23, LLC		Sam Jazayri

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
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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**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>
AG Palm Crossing 21, LLC	Delaware	LLC
AG Palm Crossing 22, LLC	Delaware	LLC
AG Palm Crossing 23, LLC	Delaware	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>
Palm Crossings Development, LLC	Florida (L05000113526)	LLC

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

Palm Crossings Development, LLC is the sole member of each of AG Palm Crossing 21,22, and 23 and owns 100% of the membership interests of each Delaware LLC. Each Delaware LLC is therefore being merged and consolidated into Palm Crossings Development, LLC.

(Attach additional sheet if necessary)

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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 membership interests of each of the Delaware LLCs are being merged and consolidated into Palm Crossings Development, LLC, which owns 100% of the Delaware LLC membership interests.

*(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:

not applicable.

*(Attach additional sheet if necessary)*

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

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CLERK OF DISTRICT COURT  
STATE OF FLORIDA

*(Attach additional sheet if necessary)*

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

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*(Attach additional sheet if necessary)*