

L05000119661

Division of Corporations

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From: Account Name : HARRISON, HENDRICKSON & KIRKLAND, P.A.
Account Number : I20010000002
Phone : (941) 746-1167
Fax Number : (941) 746-9229

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MERGER OR SHARE EXCHANGE

VILLAGE GREEN, LLC

Certificate of Status	1
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Estimated Charge	\$77.50

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To:

Division of Corporations

Fax Number : ~~(941) 205-8589~~

850-245-6914

From:

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Merger of Village Green Partnership into Village Green, LLC, a Florida llc

Dear Sir or Madam:

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

Please return all correspondence concerning this matter to the following:

G. Joseph Harrison, Esq.
(Name of Person)

Harrison, Hendrickson & Kirkland, P.A.
(Firm/Company)

1206 Manatee Avenue West
(Address)

Bradenton, FL 34205
(City/State and Zip Code)

For further information concerning this matter, please call:

G. Joseph Harrison, at (941) 746-1167
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Village Green Partnership</u>	<u>Non-Qualified Florida</u>	<u>General Partnership</u>
<u>5414 26th Street West</u>		
<u>Bradenton, FL 34207</u>		

Florida Document/Registration Number: _____ FEI Number: _____

2. <u>Village Green, LLC,</u>	<u>Florida</u>	<u>Limited liability company</u>
<u>5414 26th Street West</u>		
<u>Bradenton, FL 34207</u>		

Florida Document/Registration Number: L05000119661 FEI Number: _____

3. _____

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4. _____

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Florida Document/Registration Number: _____ FEI Number: _____

(Attach additional sheet(s) if necessary)

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Village Green, LLC	Florida	Limited liability company
5414 26th Street West		
Bradenton, FL 34207		

Florida Document/Registration Number: L05000119661

FEI Number:

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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TALLAHASSEE, FLORIDA

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NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

December 30, 2005

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>

See Articles of Merger and Plan of Merger Attached

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TALLAHASSEE, FLORIDA

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(Attach additional sheet(s) if necessary)

PLAN OF MERGER

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The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

NameJurisdiction

Village Green Partnership

Non-qualified Florida general partnership

SECOND: The exact name and jurisdiction of the surviving party are as follows:

NameJurisdiction

Village Green, LLC

Florida

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

Exchange of partnership interest for membership interest as set forth in the attached.

(Attach additional sheet(s) if necessary)

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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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

Exchange

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Non-Applicable

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

Non-Applicable

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SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

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SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

EIGHTH: Other provisions, if any, relating to the merger:

See Plan of Merger attached.

(Attach additional sheet(s) if necessary)

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
OF
VILLAGE GREEN PARTNERSHIP
INTO
VILLAGE GREEN, LLC, A FLORIDA LIMITED LIABILITY COMPANY

Pursuant to Chapter 608.4382, Florida Statutes, Village Green Partnership, and Village Green, LLC, a Florida limited liability company adopt these Articles of Merger for the purpose of merging Village Green Partnership, into Village Green, LLC, a Florida limited liability company.

1. The Plan of Merger setting forth the terms and conditions of the merger of Village Green Partnership, into Village Green, LLC, a Florida limited liability company, is attached to these Articles as Exhibit "A" and incorporated herein by reference.

2. The Plan of Merger was approved by Village Green, LLC, a Florida limited liability company, in accordance with the applicable provisions of Chapter 608.4381 of Florida Statutes.

3. The Plan of Merger was approved by Village Green Partnership all in accordance with the applicable provisions of Chapter 620 of Florida Statutes.

4. The effective date of the merger shall be the date upon which the Articles of Merger are filed with the Department of State of the State of Florida.

IN WITNESS WHEREOF, these Articles were executed by both parties, Village Green Partnership, and Village Green, LLC, a Florida limited liability company, this December day of 2005.

Village Green Partnership

By: Thomas A. Howze
Thomas A. Howze, General Partner

By: H. L. Robinson, Jr.
H. L. Robinson, Jr., General Partner

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VILLAGE GREEN, LLC,
a Florida limited liability company

BY: Thomas A. Howze
Thomas A. Howze, Member

BY: H. L. Robinson, Jr.
H. L. Robinson, Jr., Member

STATE OF FLORIDA
COUNTY OF MANATEE

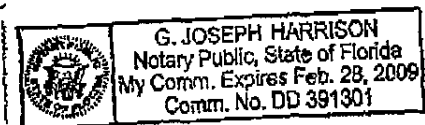
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared THOMAS A. HOWZE, known to me to be a General Partner of Village Green Partnership and a Member of Village Green, LLC, a Florida limited liability company, in whose names the foregoing instrument was executed, and that he acknowledged executing the same for such partnership and limited liability company, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification: _____

WITNESS my hand and official seal in the County and State last aforesaid this 26 day of Dec, A.D. 2005.

G. Joseph Harrison
NOTARY PUBLIC

MY COMMISSION EXPIRES:

STATE OF FLORIDA
COUNTY OF MANATEE



I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared H.L. ROBINSON, JR., known to me to be a General Partner of Village Green Partnership and a Member of Village Green, LLC, a Florida limited liability company, in whose name the foregoing instrument was executed, and that he acknowledged executing the same for such partnership and limited liability company, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification: _____

WITNESS my hand and official seal in the County and State last aforesaid this 20 day of December, A.D. 2005.

Margarita H. Fernandez
NOTARY PUBLIC

MY COMMISSION EXPIRES:

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Margarita H. Fernandez
My Commission DD265730
Expires January 29, 2008

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PLAN OF MERGER

THIS PLAN OF MERGER of Village Green Partnership, and Village Green, LLC, a Florida limited liability company, pursuant to Section 608.438 of the Florida Statutes, is adopted as follows:

A. Village Green Partnership, shall be merged with and into Village Green, LLC, a Florida limited liability company, to exist and be governed by the laws of the State of Florida.

B. The name of the surviving limited liability or business entity shall be Village Green, LLC, a Florida limited liability company.

C. When this Agreement becomes effective, the existence of Village Green Partnership, shall cease and the surviving entity, Village Green, LLC, a Florida limited liability company, shall succeed, without other transfer, to all of the rights and property of Village Green Partnership and shall be subject to all of the debts and liabilities of said partnership in the same manner as if the surviving limited liability company had itself incurred the same. All rights of creditors and all liens on the property of each entity shall be preserved unimpaired, limited to the lien to the property effected by the liens immediately prior to the merger.

D. The surviving entity, Village Green, LLC, a Florida limited liability company, will carry on business with the assets of said partnership as well as the assets of its own.

E. The partners of Village Green Partnership shall surrender all of their ownership interests therein in the manner hereinafter set forth.

F. In exchange for the contribution of their respective existing partnership interest, each of such partners shall receive units of ownership in the limited liability company in direct proportion to the ownership interest which each had held in the partnership and in such a manner

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so that each shall have and hold the same ownership percentage interest of the total ownership interest in the limited liability company as they had held in the partnership.

G. The Articles of Organization of the limited liability company, which is the survivor of this merger, shall continue in full force as the Articles of Organization of the survivor until altered, amended or repealed hereafter.

H. Management of the surviving limited liability company is vested in its Manager, whose name and business address is as follows:

Thomas A. Howze
5114 26th Street West
Bradenton, Florida 34207

I. The effective date of this merger shall be the date upon which the Articles of Merger are filed with the Department of State of the State of Florida.

IN WITNESS WHEREOF, this Plan was executed this 22 day of Dec., 2005.

Village Green Partnership

By: Thomas A. Howze
Thomas A. Howze, General Partner

By: H. L. Robinson, Jr.
H. L. Robinson, Jr., General Partner

VILLAGE GREEN, LLC,
a Florida limited liability company

BY: Thomas A. Howze
Thomas A. Howze, Member

BY: H. L. Robinson, Jr.
H. L. Robinson, Jr., Member

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared H. L. Robinson, Jr., known to me to be a General Partner of Village Green Partnership, and a Member of Village Green, LLC, a Florida limited liability company, in whose names the foregoing instrument was executed, and that he acknowledged executing the same for such partnership and limited liability company, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification: _____

WITNESS my hand and official seal in the County and State last aforesaid this 20th day of December, A.D. 2005.



Margarita H. Fernandez
My Commission DD256730
Expires January 29, 2008

Margarita H. Fernandez
NOTARY PUBLIC

Margarita H. Fernandez
Printed Notary Signature

Commission No. _____

MY COMMISSION EXPIRES:

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Thomas A. Howze, known to me to be a Member of Village Green, LLC, a Florida limited liability company and a General Partner of Village Green Partnership, in whose names the foregoing instrument was executed, and that he acknowledged executing the same on behalf of the partnership and limited liability company, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification: _____

WITNESS my hand and official seal in the County and State last aforesaid this 20th day of December, A.D. 2005.

Margarita H. Fernandez
NOTARY PUBLIC

Margarita H. Fernandez
Printed Notary Signature

Commission No. _____

MY COMMISSION EXPIRES:

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Margarita H. Fernandez
My Commission DD256730
Expires January 29, 2008