

LD60000037671

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

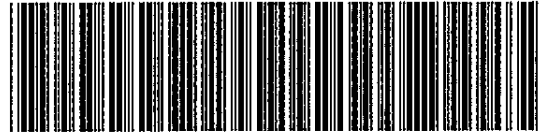
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100071142091

04/21/06--01045--006 **60.00

FILED
06 APR 21 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 27 2006

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Nautica Group Builders & Developers, 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:

Terri N. Moore

(Contact Person)

Nautica Group Builders & Developers, LLC

(Firm/Company)

116 Windward Way

(Address)

Indian Harbor Beach, Florida 32937

(City, State and Zip Code)

For further information concerning this matter, please call:

Michael L. Unti

(Name of Contact Person)

at (919) 828-3966

(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

FILED

06 APR 21 PM 2:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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>
Nautica Group Builders & Developers, LLC	Florida	LLC
Meins General Construction, Inc.	Florida	Corporation
PO4000004143		

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>
Nautica Group Builders & Developers, LLC	Florida	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:

Not Applicable

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 entitled 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:


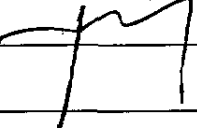
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: Not Applicable

Mailing address: Not Applicable

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:
Nautica Group Builders & Developers, LLC		Terri N. Moore
Meins General Construction, Inc.		Tim M. Meins

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

<u>Fees:</u> 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

<u>Certified Copy (optional):</u>	\$30.00
--	---------

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>
Nautica Group Builders & Developers, LLC	Florida	LLC
Meins General Construction, Inc.	Florida	Corporation

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>
Nautica Group Builders & Developers, LLC	Florida	LLC

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

- 1) Tim M. Meins, the only shareholder of Meins General Construction, Inc., to receive twenty percent (20%) of surviving LLC; 2) Meins General Construction, Inc. to transfer its Class A General Contracting License, floor business discount purchasing, warehouse storage, construction equipment, and vendor credit account to surviving LLC.;
- 3) Terri N. Moore to retain an eighty percent (80%) interest in the surviving LLC., subject to later agreement;
- and 4) Tim M. Meins to receive \$5000.00 compensation for each permit obtained by reason of his licensure.

(Attach additional sheet if necessary)

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:

All shares of Meins General Construction, Inc. to be transfered to the survivinx LLC in e chanxe for twenty percent (20%) ownership and membership by Tim M. Meins in Nautica Group Builders & Developers, LLC, subject to later agreement.

(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)

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

- 1) The Plan of Merger has been approved by Terri N. Moore, the only Member of the merging limited liability company, Nautical Group Builders & Developers, LLC. , in accordance with Chapter 608 of the Florida Statutes.
 - 2) The Board of Directors of Meins General Construction, Inc., and its only shareholder, Tim M. Meins, have approved the merger in accordance with applicable provisions of Chapter 607 of the Florida Statutes.
 - 3) Terri N. Moore shall be the Managing Member of the surviving LLC, subject to future agreement among the members.
- Terri N. Moore's address as of this filing is 116 Windward Way, Indian Harbor Beach, Florida 32937.

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

FILED
06 APR 21 PM 2:04
STATE
TALLAHASSEE, FLORIDA