

L06000038760

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

L05-20120

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L06-38760

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 4, 2006

KEVIN WILKINSON
12794 WEST FOREST HILL BLVD.
SUITE 28 B
WELLINGTON, FL 33414

SUBJECT: WILKINSON LAND HOLDINGS LLC
Ref. Number: L06000038760

We have received your document for WILKINSON LAND HOLDINGS LLC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

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

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 406A00069361

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 24, 2007

KEVIN WILKINSON
12794 WEST FOREST HILL BLVD
SUITE 28B
WELLINGTON, FL 33414

SUBJECT: WILKINSON LAND HOLDINGS LLC
Ref. Number: L06000038760

We have received your document for WILKINSON LAND HOLDINGS LLC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Chapter 608, Florida Statutes, does not allow limited liability companies to issue shares or stock. Consequently, limited liability company documents cannot contain any references/terms which may implicate otherwise. Please delete any references to terms such as "shares," "stock," "stockholders," "shareholders" or the like from your document.

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) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 107A00005707

2007 FEB 25
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SECRETARY OF STATE
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WILKINSON Land Holdings 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:

Kevin WILKINSON
(Contact Person)

Suite 28B
(Firm/Company)

12794 West Forest Hill Blvd
(Address)

Wellington Florida 33414
(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Kevin WILKINSON at (561) 753 7200
(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

**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>
West Florida Land Company LLC	[Florida]	LLC
		LO500002070
WILKINSON Land Holdings LLC	[Florida]	LLC
		LO6000038760

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TALLAHASSEE
FLORIDA

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>
WILKINSON Land Holdings LLC	[Florida]	LLC
		LO6000038760

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:

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, 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: Kevin Wilkinson
Suite 28 B
12794 West Forest Hill Blvd
Wellington, Florida 33414

Mailing address: same as above

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TALLAHASSEE, FLORIDA

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:
Wilkinson Land Holdings LLC	<i>Michael P. Wilkinson</i>	Michael P. Wilkinson
West Florida Land Company LLC	<i>Kevin D. Wilkinson</i>	Kevin D. Wilkinson

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
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FLORIDA
SECRETARY OF STATE

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>
WILKINSON Land Holdings LLC	Florida	LLC
West Florida Land Company LLC	Florida	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>
WILKINSON Land Holdings LLC	Florida	LLC

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

All assets and liabilities of West Florida Land Company LLC become the property of the surviving company, WILKINSON Land Holdings LLC. ~~Kevin D Wilkinson~~ ^{owner} member Kevin D Wilkinson, who is the sole ~~member~~ of both West Florida Land Company LLC and WILKINSON LAND Holdings LLC shall become managing member and sole member of Wilkinson Land Holdings LLC.

(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:

As Kevin D Wilkinson is the sole
~~member~~ member of both merging corporations
the ownership ~~shares~~ will continue to
be owned by Kevin D Wilkinson

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(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:

As Kevin D Wilkinson is the sole
~~member~~ member of both merging corporations
the ownership ~~shares~~ will continue to
be owned by Kevin D Wilkinson

(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:

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TALLAHASSEE, FLORIDA

(Attach additional sheet if necessary)

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

Kevin D Wilkinson shall be the sole member and Managing Member of the surviving LLC

Michael P Wilkinson resigns as managing member of Wilkinson Land Holdings LLC

(Attach additional sheet if necessary)