

L06000040881

Florida Department of State
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MERGER OR SHARE EXCHANGE

HP/WGV, LLC

Certificate of Status	0
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Estimated Charge	\$113.75

\$80.00

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**CERTIFICATE OF MERGER OF
HP/WGV, LLC AND TS/WGV, LLC**

The undersigned companies, pursuant to Section 608.4382 of the Florida Limited Liability Company Act, hereby execute the following certificate of merger and set forth:

ONE

The exact name, form/entity type, and jurisdiction for each merging party are as follows:

1. HP/WGV, LLC, a Florida limited liability company, Doc. # L06000040881
2. TS/WGV, LLC, a Florida limited liability company, Doc. # L06000067776

TWO

The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

HP/WGV, LLC, a Florida limited liability company, Doc. # L06000040881

THREE

A copy of the Plan of Merger merging TS/WGV, LLC, a Florida limited liability company, into HP/WGV, LLC, a Florida limited liability company, is attached hereto as Schedule A.

FOUR

The Plan of Merger was approved and adopted by the manager and members of HP/WGV, LLC on August 18, 2006 in accordance with § 608.4381 of the Florida Statutes.

The Plan of Merger was approved and adopted by the sole member of TS/WGV, LLC on August 18, 2006 in accordance with § 608.4381 of the Florida Statutes.

FIVE

The merger shall become effective on the date on which this Certificate of Merger is filed with the Florida Department of State.

SIX

This Certificate of Merger may be executed in several counterparts, each of which shall be deemed an original but all of which shall constitute one and the same instrument.

[Signature page immediately follows]

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SECRETARY OF STATE

The undersigned authorized members declare that the facts herein stated are true as of August 18, 2006.

HP/WGV, LLC, a Florida limited liability company

By its managing member,

HP/CFD, LLC, a Florida limited liability company

By: 
W. Alex Coley, President

TS/WGV, LLC, a Florida limited liability company

By its sole member,

TOWN SQUARE AT SAINT JOHNS
PHASE II LIMITED, a Florida limited partnership

By: Aventura/Town Square Phase II, LLC,
a Florida limited liability company, its
general partner

By: _____
Steven C. Koegler, President

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TALLAHASSEE, FLORIDA

~~August~~ The undersigned authorized members declare that the facts herein stated are true as of
~~July 18~~, 2006.

HP/WGV, LLC, a Florida limited liability
company

By its managing member,

HP/CFD, LLC, a Florida limited liability
company

By: _____
W. Alex Coley, President

TS/WGV, LLC, a Florida limited liability
company

By its sole member,

TOWN SQUARE AT SAINT JOHNS
PHASE II LIMITED, a Florida limited
partnership

By: Aventura/Town Square Phase II, LLC,
a Florida limited liability company, its
general partner

By: 
Steven C. Koegler, President

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SCHEDULE A
PLAN OF MERGER

See attached.

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PLAN OF MERGER

THIS PLAN OF MERGER, dated this 15th day of August, 2006 (this "Agreement"), is made pursuant to Section 608.438 of the Florida Limited Liability Company Act, between HP/WGV, LLC, a Florida limited liability company ("HP/WGV"), its members, HP/CFD, LLC, a Florida limited liability company ("HP/CFD"), and Town Square at Saint Johns Phase II Limited, a Florida limited partnership ("Town Square"), and TS/WGV, LLC, a Florida limited liability company ("TS/WGV") HP/WGV and TS/WGV are collectively referred to herein as the "Constituent Companies."

Background

HP/CFD and Town Square are the only members of HP/WGV. Town Square has contributed certain real property in St. Johns County, Florida (the "Real Property") to TS/WGV, a wholly-owned subsidiary of Town Square. Town Square and HP/CFD desire to merge TS/WGV with and into HP/WGV in a merger in which HP/WGV will be the surviving entity. As a result of the merger:

- (i) HP/WGV will own the Real Property;
- (ii) HP/CFD will own a 50% membership interest in HP/WGV; and
- (iii) Town Square will own a 50% membership interest in HP/WGV.

NOW, THEREFORE, HP/WGV and TS/WGV, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

1. TS/WGV, LLC, a Florida limited liability company (the "Merging Company"), shall be and hereby is merged into HP/WGV, LLC, a Florida limited liability company (the "Surviving Company"), which shall be the surviving company in the merger (the "Merger").
2. The terms and conditions of the Merger are as follows:
 - (a) The Surviving Company, HP/WGV, shall continue to be known as HP/WGV, LLC.
 - (b) The Articles of Organization of HP/WGV, as in effect on the date of the Merger provided for in this Agreement, shall continue in full force and effect as the Articles of Organization of the Surviving Company.
 - (c) The Limited Liability Company Operating Agreement of HP/WGV as previously approved by HP/CFD and Town Square shall be the Limited Liability Company Operating Agreement of the Surviving Company until the same shall be altered, amended or repealed as therein provided.

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- (d) HP/CFD shall continue to serve as the Manager of the Surviving Company in accordance with and subject to the terms of the Limited Liability Company Operating Agreement of HP/WGV. The Manager's address is:

6675 Corporate Center Parkway, Suite 100
Jacksonville, FL 32216

- (e) The Merger shall become effective on the date and at the time on which the Articles of Merger are filed with the Florida Department of State.
- (f) Upon the Merger becoming effective, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Constituent Companies shall be transferred to, vested in and devolve upon HP/WGV without further act or deed and all property, rights and every other interest of HP/WGV and the Merging Company shall be as effectively the property of the Surviving Company as they were of HP/WGV and the Merging Company, respectively.
- (g) HP/CFD and Town Square shall become the sole members of HP/WGV.
3. The manner of converting the outstanding membership interests of each of the Constituent Companies into the membership units of the Surviving Company shall be as follows:
- (a) All of HP/CFD's membership interests in HP/WGV automatically shall be converted into 500 membership units of the Surviving Company, and
- (b) All of Town Square's membership interests in HP/WGV and in TS/WGV automatically shall be converted into 500 membership units of Surviving Company, so that HP/CFD shall own 50% of the membership units in the Surviving Company and Town Square shall own 50% of the membership units of the Surviving Company.
4. This Agreement may be executed in counterparts, each of which shall be deemed an original but all of which shall constitute one and the same instrument.

[Signature page immediately follows]

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective manager and members, as applicable, have caused these presents to be executed by an authorized officer or member of each party hereto as the respective act, deed and agreement of each of said companies on this 15th day of July, 2006.

<p>HP/WGV, LLC, a Florida limited liability company</p> <p>By its managing member,</p> <p>HP/CFD, LLC, a Florida limited liability company</p> <p>By: _____ W. Alex Coley, President</p>	<p>TS/WGV, LLC, a Florida limited liability company</p> <p>By its sole member,</p> <p>TOWN SQUARE AT SAINT JOHNS PHASE II LIMITED, a Florida limited partnership</p> <p>By: Aventura/Town Square Phase II, LLC, a Florida limited liability company, its general partner</p> <p>By: _____ Steven C. Koegler, President</p>
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HP/CFD, LLC, a Florida limited liability company

By: _____
W. Alex Coley, President

TOWN SQUARE AT SAINT JOHNS PHASE II LIMITED, a Florida limited partnership

By: Aventura/Town Square Phase II, LLC, a Florida limited liability company, its general partner

By: _____
Steven C. Koegler, President

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STATE OF FLORIDA

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective manager and members, as applicable, have caused these presents to be executed by an authorized officer or member of each party hereto as the respective act, deed and agreement of each of said companies on this 18th day of July, 2006.

~~August~~
HP/WGV, LLC, a Florida limited liability company

By its managing member,

HP/CFD, LLC, a Florida limited liability company

By: W. Alex Coley
W. Alex Coley, President

TS/WGV, LLC, a Florida limited liability company

By its sole member,

TOWN SQUARE AT SAINT JOHNS
PHASE II LIMITED, a Florida limited partnership

By: Aventura/Town Square Phase II, LLC,
a Florida limited liability company, its
general partner

By: Steven C. Koegler
Steven C. Koegler, President

Members:

HP/CFD, LLC, a Florida limited liability company

By: W. Alex Coley
W. Alex Coley, President

TOWN SQUARE AT SAINT JOHNS
PHASE II LIMITED, a Florida limited partnership

By: Aventura/Town Square Phase II, LLC,
a Florida limited liability company, its
general partner

By: Steven C. Koegler
Steven C. Koegler, President

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