

LU6000073996

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

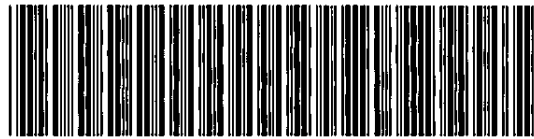
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



500092292175

05/14/07--01002--031 \*\*100.00

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
07 MAY 11 AM 8:59  
RECEIVED  
07 MAY 11 PM 4:41  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

JB



UCC FILING & SEARCH SERVICES, INC.  
1574 Village Square Blvd Ste 100  
Tallahassee, Florida 32309 ♥  
(850) 681-6528 P

**HOLD**  
FOR PICKUP BY  
UCC SERVICES  
OFFICE USE ONLY

May 11, 2007

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Sea Love, LLC

**Filing Evidence**

☒ Plain/Confirmation Copy

☐ Certified Copy

**Retrieval Request**

☐ Photocopy

☐ Certified Copy

**Type of Document**

☐ Certificate of Status

☐ Certificate of Good Standing

☐ Articles Only

☐ All Charter Documents to Include  
Articles & Amendments

☐ Fictitious Name Certificate

☐ Other

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
07 MAY 11 AM 8:59

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED

07 MAY 15 PM 4:29

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

May 14, 2007

UCC FILING & SEARCH

TALLAHASSEE, FL

SUBJECT: VILANO BEACH TOWN CENTER WEST, LLC  
Ref. Number: L06000073996

RESUBMISSION  
PLEASE HONOR ORIGINAL  
DATE OF SUBMISSION  
AS FILE DATE

We have received your document for VILANO BEACH TOWN CENTER WEST, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger cannot have a prior effective date.

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) 245-6914.

Buck Kohr  
Document Specialist

Letter Number: 207A00033347

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 MAY 11 AM 8:59

## CERTIFICATE OF MERGER

The following Certificate of Merger is being submitted in accordance with Section 608.4382, Florida Statutes.

**Article 1. Merging Entity.** The name, street address of its principal office, jurisdiction, and entity type of the merging entity are:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Sea Love, LLC 304 1st Street St. Augustine, Florida 32137 Florida Document Number: L06000073995	Florida  FEI Number: 20-5271970	Limited Liability Company

**Article 2. Surviving Entity.** The name, street address of its principal office, jurisdiction, and entity type for the surviving entity are:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Vilano Beach Town Center West, LLC 304 1st Street St. Augustine, Florida 32137 Florida Document Number: L06000073996	Florida  FEI Number: 20-5272029	Limited Liability Company

**Article 3. Plan of Merger.** The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

**Article 4. Authorization.** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement or the articles of organization of any limited liability company that is a party to the merger.

**Article 5. Effective Date.** The merger shall become effective as of May 11, 2007.

**Article 6. Compliance with Law.** This Certificate of Merger complies with, and was executed in accordance with, the laws of each party's applicable jurisdiction.

\* \* \* \* \*

FILED  
CLERK OF CIRCUIT COURT  
DIVISION OF CORPORATIONS  
07 MAY 11 AM 8:59


IN WITNESS WHEREOF, both the Merging Entity and the Surviving Entity have caused this Certificate of Merger to be executed as of the 16<sup>th</sup> day of ~~August, 2006.~~

February 2007

**SEA LOVE, LLC**

By: Aslan Vilano, LLP, a Florida limited liability partnership  
Its: Member


By: Aslan Vilano Investments, LLC, a Florida limited liability company, its partner

By:   
Gregory C. Evans  
Manager

**VILANO BEACH TOWN CENTER WEST, LLC**

By: Aslan Vilano, LLP, a Florida limited liability partnership  
Its: Member

By: Aslan Vilano Investments, LLC, a Florida limited liability company, its partner

By:   
Gregory C. Evans  
Manager

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 MAY 11 AM 8:59

**SEA LOVE, LLC**  
**WRITTEN ACTION IN LIEU OF A MEETING**

Pursuant to Section 608.4231(6) and 608.4231(8), Florida Statutes, the undersigned, being the Manager and sole Member of Sea Love, LLC, a Florida limited liability company (the "Company"), hereby consent to the adoption of the following resolutions by this instrument in lieu of a formal meeting of the Members and Managers:

**RESOLVED**, that the Plan of Merger for the merger of this Company into Vilano Beach Town Center West, a Florida limited liability company, a copy of which is attached to this Written Action in Lieu of a Meeting as Exhibit "A", is hereby approved by this Manager and Member, as fully as if the same had been set forth as part of this resolution, and any Manager of the Company certifying to this resolution may include therein the text of such Plan of Merger; and be it

**FURTHER RESOLVED**, that the Manager of this Company, and its counsel, hereby are authorized to do or cause to be done any and all such acts and things and to execute and deliver any and all such further documents and papers as he may deem necessary or appropriate to carry into effect the full intent and purpose of the foregoing resolution and the merger of this Company into Vilano Beach Town Center West, LLC.

This instrument may be executed in counterparts, each such counterpart shall constitute an original, and all such counterparts taken together shall constitute a single instrument. The undersigned hereby expressly waives any prior notice required to be given to the undersigned prior to the adoption of the foregoing resolutions.

Dated and Effective as of <sup>From</sup> August 16, 2008

**ASLAN VILANO, LLP**, a Florida limited liability partnership

By: Aslan Vilano Investments, LLC, a Florida limited liability company, its partner

By: \_\_\_\_\_

Gregory C. Evans  
Manager

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 MAY 11 AM 8:59

**EXHIBIT A**

**PLAN OF MERGER**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 608.438, Florida Statutes, is being submitted in accordance with Section 608.4382, Florida Statutes.

1. **Merging Entity.** The merging entity is Sea Love, LLC, a Florida limited liability company (the "Merging Entity").

2. **Surviving Entity.** The surviving entity is Vilano Beach Town Center West, LLC, a Florida limited liability company (the "Surviving Entity").

3. **Terms and Conditions of Merger.** Upon the Effective Date, the Merging Entity shall be merged into the Surviving Entity, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall continue its existence as a Florida limited liability company pursuant to the laws of Florida.

4. **Effect of Merger.** On the Effective Date, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall be fully vested in the Merging Entity's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties.

5. **Conversion of Interest of the Merging Entity.** The manner and basis of converting the outstanding interest of the Merging Entity into the Units of the Surviving Entity are as follows:

The Merging Entity shall be merged into the Surviving Entity, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall continue its existence as a Florida limited liability company pursuant to the laws of Florida.

6. **Articles of Organization of the Surviving Entity.** No amendment to the Articles of Organization of the Surviving Entity is required on account of the merger.

7. **Effective Date.** The merger shall become effective as of May 11, 2007 (the "Effective Date").

8. **Supplemental Action.** If at any time after the Effective Date the Surviving Entity determines that any further conveyances, agreements, documents, instruments, and assurances, or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers of the Surviving or the Merging Entity, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the Surviving Entity, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Entity, or to otherwise carry out the provisions of this Plan of Merger.

FILED STATE  
SECRETARY OF CORPORATIONS  
07 MAY 11 AM 8:59