# L06000099504

| (Requestor's Name)  (Address)  | 600121718846  |
|--|---|
| (City/State/Zip/Phone #)   | 04/03/0801043020 **55.00  |
| (Business Entity Name)  (Document Number)  Certified Copies Certificates of Status   | SECRETARY OF STATE OIVISION OF CORPORATE OR APR -3 PH 2:  |
| Special Instructions to Films officer:  OUTHORIZATION BY PHONE TO  Chelete Fla. Reg. # OI National  MATE 4/8/08 of 4/10/08 | Bowleing Acsociation  - Correct 608.4351  - Correct mailing address "  - add " mailing address "  - Appts. Pla. 505 for Gervice of processe |

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Office Use Only



7051 Cypress Terrace, Suite #112 Fort Myers, FL 33907 (239) 425-3644 office (239) 425-3648 facsimile DLF@DoraghLawFirm.com

March 31, 2008

# [VIA U.S. MAIL]

Department of State Division of Corporations Corporate Filings P.O. Box 6237 Tallahassee, FL 32314

Re: FineMark National Bank / Creekside Lane, LLC

Our File No: L-0198-001

Dear Sir or Madam:

Enclosed please find our trust check #10982 in the amount of \$55.00, which represents payment of the merger fees due on the above referenced subject matter. I have enclosed a copy to return to us once filed, along with a self-addressed stamped envelope.

Should you have any questions in this regard, please do not hesitate to contact me at 239/425-3644.

Sincerely,

Pete Doragh

Enclosure(s)

### **CERTIFICATE OF MERGER**

The following certificate of merger is being submitted in accordance with section(s) 608.4382, Florida Statutes.

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

| Name and Street Address   | <u>Jurisdiction</u>   | Entity Type               |                         |
|---|-----------------------|---------------------------|-------------------------|
| <ol> <li>FineMark National Bank &amp; Trust.</li> <li>12995 South Cleveland Avenue,</li> <li>Suite 145</li> </ol> | National              | Banking Assoc             | iation                  |
| Fort Myers, Florida 33907   |                       |                           | SECRET<br>DIVISION I    |
| 2. Creekside Lane, LLC  | Florida               | limited liability company | TARY<br>OF CO           |
| 12995 South Cleveland Avenue,   |                       | , ,                       | P#                      |
| Suite 145   |                       |                           | STA<br>STA              |
| Fort Myers, Florida 33907   |                       |                           | : 5<br>TIO              |
| Florida Document/Registration Number: L06000099504  | FEI Number: 205721106 |                           | SHOLL<br>LIONS<br>LIONS |

mailing address,

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

| Name and Street Address  | <u>Jurisdiction</u>      | Entity Type         |
|--|--------------------------|---------------------|
| FineMark National Bank & Trust.<br>12995 South Cleveland Avenue,<br>Suite 145<br>Fort Myers, Florida 33907 | National                 | Banking Association |
| Florida Document/Registration Number:  | FEI Number:<br>870773447 |                     |

THIRD: The attached Plan of Merger meets the requirements of section(s) 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter(s) 608, Florida Statutes and by each other entity party to the Plan of Merger under the respective laws of all applicable jurisdictions FOURTH: 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.

**<u>FIFTH:</u>** The merger shall become effective as of:

The date the Certificate of Merger is filed with the Florida Department of State.

**SIXTH:** The surviving entity, FineMark National Bank & Trust is another business entity formed, organized, or organized under the laws of a jurisdiction other than the State of Florida, and has been previously and remains authorized to do business in the State of Florida.

**SEVENTH:** The surviving entity, FineMark National Bank & Trust agrees to pay the dissenting members of each domestic Florida limited liability company that is a party to the merger the amount, if any, to which they are entitled under section 608.4351 (2), Florida Statutes.

<u>NINTH:</u> The Certificate of Merger complies and was executed in accordance with the laws of each party's applicable jurisdiction.

**TENTH: SIGNATURES FOR EACH PARTY:** 

Name of Entity

FineMark National Bank & Trust

Creekside Lane, LLC

Signature(s)

Typed or Printed Name of Individual

Joseph R. Catti President & CEO

Joseph R. Catti, Manager

### PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 608.4351, and is being submitted in accordance with section(s) 608.438, Florida Statutes, and as permitted under the respective laws of all applicable jurisdictions.

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

<u>Name</u> Jurisdiction

FineMark National Bank & Trust National

Creekside Lane, LLC Florida

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

<u>Name</u> <u>Jurisdiction</u>

FineMark National Bank & Trust National

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

FineMark National Bank & Trust is the sole owner of Creekside Lane, LLC, and will be the sole surviving entity resulting from the merger. As such FineMark National Bank & Trust will take ownership of all assets of Creekside Lane, LLC and shall assume all liabilities of Creekside Lane, LLC, immediately upon the effective date of the merger. No alteration will be made to the Articles of Association for the survivor entity and there is no share exchange under the Plan. The Plan of Merger has been approved by the unanimous consent of the shareholders of FineMark National Bank & Trust under its articles of association and the unanimous approval of the members of Creekside Lane, LLC, and accordingly has satisfied all requirements of Florida Statutes Chapter 608 and under the respective laws of all applicable jurisdictions.

# 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:

The existing shareholders of FineMark National Bank & Trust shall retain their shares unaffected by the merger as shareholders of the surviving entity. No conversion of the

interests in Creekside Lane, LLC shall occur. All interests in Creekside Lane, LLC shall be extinguished upon the effective date of the merger.

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

No rights exit to acquire interests in Creekside Lane, LLC.

## FIFTH:

The surviving entity, FineMark National Bank & Trust agrees to pay the dissenting members of each domestic Florida limited liability company that is a party to the merger the amount, if any, to which they are entitled under section 608.4351 (2), Florida Statutes.

The surviving entity, FineMark National Bank & Trust hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, F.S.

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