

L06000113441

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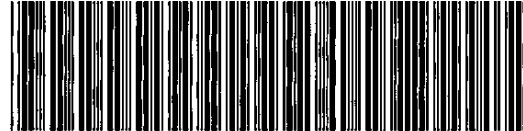
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 628871 7459598

AUTHORIZATION :

COST LIMIT : \$ 60.00

FILED
06 NOV 30 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 29, 2006

ORDER TIME : 10:04 AM

ORDER NO. : 628871-005

CUSTOMER NO: 7459598

ARTICLES OF MERGER

BAY POINTE CONSTRUCTION CORP.

INTO

BAY POINTE INVESTMENTS, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

BY AND BETWEEN
BAY POINTE CONSTRUCTION CORP.
A FLORIDA CORPORATION
AND
BAY POINTE INVESTMENTS, LLC
A FLORIDA LIMITED LIABILITY COMPANY

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger for the merger of BAY POINTE CONSTRUCTION CORP. and BAY POINTE INVESTMENTS, LLC are being submitted in accordance with Sections 607.1109 and 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, entity type, Florida Document Number and FEIN for each merging party are as follows:

BAY POINTE CONSTRUCTION CORP.

Address: 1764 Sealark Lane, Navarre Florida 32566

Jurisdiction: Florida

Entity Type: Corporation

Florida Document Number: P93000067564

FEIN: 650440403

BAY POINTE INVESTMENTS, LLC

Address: 2727 South Ocean Boulevard, Suite 602, Highland Beach, Florida 33487

Jurisdiction: Florida

Entity Type: Limited Liability Company

Florida Document Number: L06000113441

FEIN: 205950386

SECOND: The exact name, street address of its principal office, jurisdiction, entity type, Florida Document Number and FEIN of the surviving party are as follows:

BAY POINTE INVESTMENTS, LLC

Address: 2727 South Ocean Boulevard, Suite 602, Highland Beach, Florida 33487

Jurisdiction: Florida

Entity Type: Limited Liability Company

Florida Document Number: L06000113441

FEIN: 205950386

THIRD: The attached Plan of Merger meets the requirements of Sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 607 and Chapter 608, Florida Statutes.

FOURTH: The merger shall become effective as of November 30th, 2006.

Dated: November 30, 2006

BAY POINTE CONSTRUCTION CORP.

By: Gerald F. Blake
Gerald F. Blake, President

BAY POINTE INVESTMENTS, LLC

By: Gerald F. Blake
Gerald F. Blake, Managing Member

PLAN OF MERGER

BY AND BETWEEN
BAY POINTE CONSTRUCTION CORP.
A FLORIDA CORPORATION
AND
BAY POINTE INVESTMENTS, LLC
A FLORIDA LIMITED LIABILITY COMPANY

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with the applicable sections of Chapters 607 and Chapter 608, Florida Statutes, is being submitted in accordance with Sections 607.1108 and 608.438, Florida Statutes.

FIRST: The name and state of incorporation or organization of each of the constituent companies (the "Constituent Entities") of the merger (the "Merger") is as follows:

BAY POINTE CONSTRUCTION CORP.

Address:

1764 Sealk Lane
Navarre Florida 32566

Jurisdiction: Florida

Entity Type: Corporation

BAY POINTE INVESTMENTS, LLC

Address:

2727 South Ocean Boulevard, Suite 602
Highland Beach, Florida 33487

Jurisdiction: Florida

Entity Type: Limited Liability Company

SECOND: The surviving entity of the Merger is BAY POINTE INVESTMENTS, LLC, a Florida limited liability company (the "Surviving Entity").

THIRD: The merger shall be effective as of November 30th, 2006 (the "Effective Time").

FOURTH: The terms and conditions of the Merger and the manner and basis of converting the shares of the Constituent Entities is as follows:

(a) **Corporate Existence**

(1) From and after the Effective Time, the Surviving Entity shall continue its existence as a Florida limited liability company and (i) it shall thereupon and thereafter possess all rights, privileges, powers, franchises and property (real, personal and mixed) of each of the Constituent Entities; (ii) all debts due to either of the Constituent Entities, on whatever account, all causes in action and all other things belonging to either of the Constituent Entities shall be taken and deemed to be transferred to and shall be vested in the Surviving Entity by virtue of the Merger without further act or deed; (iii) the title

to any real estate vested by deed or otherwise, under the laws of any jurisdiction, in either of the Constituent Entities, shall not revert or be in any way impaired by reason of the Merger; and (iv) all rights of creditors and all liens upon any property of any of the Constituent Entities shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Entities shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Entity.

(2) From and after the Effective Time, (i) the Articles of Organization and Operating Agreement of the Surviving Entity, as existing as of the Effective Time, shall be the Articles of Organization and Operating Agreement of the Surviving Entity subject to amendments adopted herein, if any, and any subsequent amendments; and (ii) the Managing Member of the Surviving Entity holding office immediately prior to the Effective Time shall be the Managing Member of the Surviving Entity, to serve subject to the Surviving Entity's Articles of Organization and Operating Agreement.

(b) Conversion of Securities

Each share of Bay Pointe Construction Corp. common stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted to a 50% membership interest in the Surviving Entity.

(c) Management

The management of the Surviving Entity is vested in the following Managing Member:

Gerald F. Blake
2727 South Ocean Boulevard, Suite 602
Highland Beach, Florida 33487

Dated: November 30, 2006

BAY POINTE CONSTRUCTION CORP.

By:


Gerald F. Blake, President

BAY POINTE INVESTMENTS, LLC

By:


Gerald F. Blake, Managing Member