

LD 6000114102

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

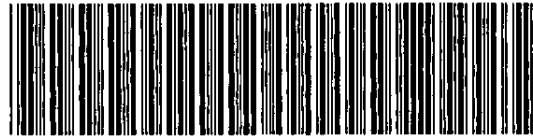
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000246639990

04/11/13--01020--019 **50.00

FILED
13 APR 11 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Morgan
H/10/13*

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CFP At Waterford, 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:

WHITNEY HARP

Contact Person

THE FIREIN AND KESLER

Firm/Company

12850 WATERFORD LAKE PARKWAY

Address

ORLANDO FL 32828

City, State and Zip Code

WHITNEY HARP @ MINDSPRING.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

WHITNEY HARP

Name of Contact Person

at (407) 719-9835

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**ARTICLES OF MERGER OF WATERFORD LAKES CAPITAL PARTNERS, LLC
WITH AND INTO
CFP AT WATERFORD, LLC**

Pursuant to the provisions of Section 608.438 of the Florida Statutes, the undersigned entities hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of WATERFORD LAKES CAPITAL PARTNERS, LLC, a Florida limited liability company (WLCP), document number L06000036128, with and into CFP AT WATERFORD, LLC, a Florida limited liability company ("CFP"), document number L06000114102 established as a Corporation for federal tax purposes, with CFP being the surviving entity, is set forth below:

1. WLCP shall merge with and into CFP, with CFP as the surviving entity.
2. Upon the consummation of the merger of WLCP with and into CFP, the separate existence of WLCP shall cease. CFP, as the surviving limited liability company, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of CFP shall not be affected by the merger and upon the merger, CFP, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of WLCP, prior to the merger as provided in Section 608.4383 of the Florida Statutes. Further, as provided in Section 608.4383 of the Florida Statutes, all rights of creditors and any person or persons dealing with WLCP, shall be preserved and remain unimpaired by the merger, all liens upon the properties of WLCP, shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of WLCP, shall henceforth attach to CFP and may be enforced against CFP to the same extent as if such obligations and duties had been incurred by CFP. Additionally, any existing claim or action or proceeding pending by or against WLCP or CFP may be continued as if the merger did not occur or CFP may be substituted in such proceedings for WLCP.
3. The manner and basis of converting the shares of WLCP into ownership of CFP are as follows:
 - a. At the effective date of the merger, all membership interests of CFP issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.
 - b. At the effective date of the merger, all issued and outstanding membership interests of WLCP shall be canceled. The total consideration that the members of WLCP shall therefore receive for the outstanding membership interest of WLCP shall be reflected in the existing allocation of membership interest in CFP.

4. The Members of CFP shall be Whitney W. Harp, Ashleigh Harp, Brent R. Baldasare, Corina Sacco and Leon Sacco, and the business address for CFP is 12850 Waterford Lakes Parkway, Orlando, FL 32828.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by WLCP in accordance with Section 608.4381, Florida Statutes, and by CFP in accordance with Section 608.4381, Florida Statutes. The Members of WLCP and CFP have waived their rights to receive prior written notice of the Plan of Merger by written consents dated of even date herewith.

ARTICLE III – EFFECTIVE DATE

The effective date of the merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

DATED this 22nd day of January, 2013.

CFP AT WATERFORD, LLC

By: Whitney W. Harp
Whitney W. Harp, Manager

WATERFORD LAKES CAPITAL
PARTNERS, LLC

By: Whitney W. Harp
Whitney W. Harp, Manager