

L070000 09809

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 FEB 11 PM 1:56

T. Hampton FEB 07 2008

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Merger of Diamond Bay of Eau Gallie, LLC, a Florida limited liability company, into
Tranquilechee, LLC, a Florida limited liability company

Gentlemen:

Please find enclosed the original and two copies of the articles of merger of the
subject entities.

Please provide me with two (2) certified certificates of merger. Both sides of the
merger are existing Florida entities, so I have calculated the costs at \$25 for each party,
and \$60.00 for the certified copies, for a total of \$110.00.

Please mail the (2) certified certificates of merger to

Gary West
1520 Latham Rd. Suite 7
West Palm Beach, FL 33409

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Att: Tammy Hampton

Here is the corrected merger document. If it is not too much trouble please send the 2 certified certificates by Fed-Ex. The Airbill is filled out and enclosed.
If there is any question I have my phone number below.

Re: Merger of Diamond Bay of Eau Gallie, LLC, a Florida limited liability company, into Tranquilechee, LLC, a Florida limited liability company

Tammy

Please find enclosed the original and two copies of the articles of merger of the subject entities.

Please provide me with two (2) certified certificates of merger. Both sides of the merger are existing Florida entities, so I have calculated the costs at \$25 for each party, and \$60.00 for the certified copies, for a total of \$110.00.

Please mail the (2) certified certificates of merger to

Gary West
1520 Latham Rd. Suite 7
West Palm Beach, FL 33409
Cell 561-718-4941

Thanks so much

Gary West



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 7, 2008

GARY WEST
1520 LATHAM RD
STE 7
W PALM BEACH, FL 33409

SUBJECT: TRANQUILECHEE, LLC
Ref. Number: L07000009809

RECEIVED
08 FEB 11 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for TRANQUILECHEE, LLC and your check(s) totaling \$110.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Please return the corrected original and one copy of 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) 245-6855.

Tammy Hampton
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 308A00008188

08 FEB 11 PM 1:57

Articles of Merger

of

Diamond Bay of Eau Gallie, LLC into Tranquilechee, LLC

The members of Diamond Bay of Eau Gallie, LLC, hereby certify pursuant to Section 608.4382, Florida Statutes, and the members of Tranquilechee, LLC, hereby certify pursuant to Section 608.4382, Florida Statutes, that at a meeting of the members of Diamond Bay of Eau Gallie, LLC, and the members of Tranquilechee, LLC, the following Plan of Merger was adopted, which vote by the members of Diamond Bay of Eau Gallie, LLC and the members of Tranquilechee, LLC, were unanimous.

Article I - Name and Parties to Merger

The names and jurisdictions of the parties to the merger are:

Diamond Bay of Eau Gallie, LLC, a Florida limited liability company - L02000012750
Tranquilechee, LLC, a Florida limited liability company

Article II - Name of Surviving Limited Liability Company

The name of the surviving entity after the merger is Tranquilechee, LLC. - L07000009809

Article III Plan of Merger

The surviving entity shall be Tranquilechee, LLC, which entity shall assume and be liable for all obligations of the entity being merged, Diamond Bay of Eau Gallie, LLC. All assets, real and personal, of Diamond Bay of Eau Gallie, LLC shall become the property of Tranquilechee, LLC. The members of Diamond Bay of Eau Gallie, LLC, shall have a percentage membership interest in Tranquilechee, LLC of 83.33%, and the members of Tranquilechee, LLC shall have a membership interest in Tranquilechee, LLC of 16.67%. The business affairs of Tranquilechee, LLC shall be undertaken by a manager, Gary West. The cost basis of the members of Diamond Bay of Eau Gallie, LLC in their membership shall become the cost basis of their membership interest in Tranquilechee, LLC. The members of Diamond Bay of Eau Gallie, LLC shall not be entitled to any cash or other property of Tranquilechee, LLC, and all cash or other property of Diamond Bay of Eau Gallie, LLC as of the date of the merger shall belong to Tranquilechee, LLC.

Article IV Effective Date of Merger

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

Article V Distribution of Income, Profits and Proceeds

Upon the sale of the property formerly owned by Diamond Bay of Eau Gallie, LLC in Brevard County, Florida, the net proceeds thereof shall be distributed to the original members of Diamond Bay of Eau Gallie, LLC. Upon the sale of the property owned by Tranquilechee, LLC in Cumberland County, Tennessee, the net proceeds thereof shall be distributed to the original members of Tranquilechee, LLC.

Dated: This 8th day of February, 2008.

Diamond Bay of Eau Gallie, LLC

By: Gary E. West
Gary E. West, Managing Member

Tranquilechee, LLC

By: Robert B. Cook
Robert B. Cook, Manager

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Merger were sworn to and acknowledged before me this 8 day of February, 2008 by Gary West, as Managing Member of Diamond Bay of Eau Gallie, LLC, and Robert B. Cook, as Manager of Tranquilechee, LLC, who are personally known to me or produced a Florida driver's license as identification.

Kris Mariluz Notary Public

