

LD7000041270

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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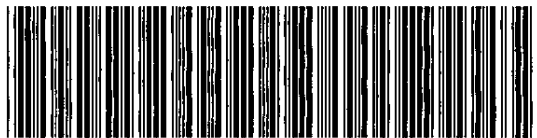
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 DEC 29 PM 1:47

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C. LEWIS

DEC 31 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MARCO HIGHLANDS, 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:

Craig R. Woodward, Esq.
(Contact Person)

Woodward, Pirest Lombardo, P.A.
(Firm/Company)

606 Bald Eagle Drive, Ste 500
(Address)

Marco Island, FL 34145
(City, State and Zip Code)

For further information concerning this matter, please call:

Craig R. Woodward at (239) 394-5161
(Name of Contact Person) (Area Code and Daytime Telephone Number)

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

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

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**CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY**

2000 DEC 29 PM 1:47

SECRETARY OF STATE

The following Certificate of Merger is submitted in accordance with s. 620.2108, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
WD6-LLC L04000028353	Florida	Limited Liability Company
Onorato Veracruz, LLC L05000000	Florida	Limited Liability Company
WD Development, LLP SP9900001471	Florida	Limited Liability Partnership

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Marco Highlands, LLC L0700004270	Florida	Limited Liability Company

THIRD: The attached plan of merger was approved by each limited liability company or limited partnership that is party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The date the merger is effective under the governing laws of the surviving party is: the date of filing.

FIFTH: The surviving party is not a foreign organization.

SIXTH: Other provision, if any, relating to the merger: N/A


SEVENTH: Signatures for Each Party:

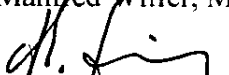
(Merger must be signed by all general partners of Florida limited partnerships or limited liability limited partnerships and by the authorized representative of each other party.)

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TALLAHASSEE, FLORIDA

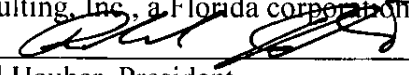
Merging parties:

WD-6, LLC, a Florida limited liability company

By: 
Manfred Wilfer, Member

By: 
Heinz Dinnes, Member

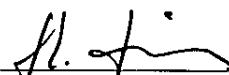
SYS Consulting, Inc., a Florida corporation, Member

By: 
Roland Hauber, President


By: 
Roland Hauber, Manager

Onorato Veracruz, LLC, a Florida limited liability company

By: 
Manfred Wilfer, Member

By: 
Heinz Dinnes, Member

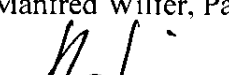
SYS Consulting, Inc., a Florida corporation, Member

By: 
Roland Hauber, President

By: 
Roland Hauber, Manager

WD Development, LLP, a Florida limited liability partnership

By: 
Manfred Wilfer, Partner

By: 
Heinz Dinnes, Partner

SYS Consulting, Inc., a Florida corporation, Partner

By: 
Roland Hauber, President


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TALLAHASSEE, FLORIDA

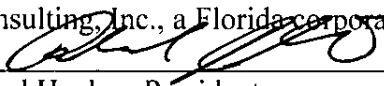
Surviving Party:

Marco Highlands, LLC, a Florida limited liability company

By: 
Manfred Wilfer, Member

By: 
Heinz Dimes, Member

SYS Consulting, Inc., a Florida corporation, Member

By: 
Roland Hauber, President

By: 
Roland Hauber, Manager

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PLAN OF MERGER

2000 DEC 29 PM 1:47

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

STATE
TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
WD6-LLC	Florida	Limited Liability Company
Onorato Veracruz, LLC	Florida	Limited Liability Company
WD Development LLP	Florida	Limited Liability Partnership

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Marco Highlands, LLC	Florida	Limited Liability Company

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

Upon approval of this Plan of Merger by each member/partner of each party to the merger, a Certificate of Merger shall be signed by each member/partner of each party to the merger.

The merger shall occur on the date of filing the Certificate of Merger.

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 is as follows:

The members of each merging party and the partners of the surviving party are as follows:

Manfred Wifer, Heinz Dinnes, and SYS Consulting, Inc., a Florida corporation.

Each member holds a 33.33% interest (1/3 interest) in each of the merging parties.

Each partner of the surviving party holds a 33.33% interest (1/3 interest) in the surviving party.

Each of the three members/partners shall continue to hold a 33.33% interest (1/3 interest) in the surviving party.

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

The members of the surviving party will continue to hold a 33.33% (1/3) interest in all of the assets/obligations transferred to the surviving party as part of this merger.

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

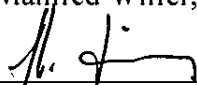
This plan of merger has been approved unanimously by all members/partners of the parties to the merger.

SIXTH: Other provisions, if any, relating to the merger are as follows:
The terms of the Operating Agreement of the surviving entity, Marco Highlands, LLC, survives the merger.

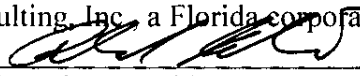
Merging parties:

WD-6, LLC, a Florida limited liability company

By: 
Manfred Wilfer, Member

By: 
Heinz Dinnes, Member

SYS Consulting, Inc., a Florida corporation, Member

By: 
Roland Hauber, President

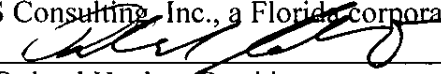
By: 
Roland Hauber, Manager

Onorato Veracruz, LLC, a Florida limited liability company

By: 
Manfred Wilfer, Member

By: 
Heinz Dinnes, Member

SYS Consulting, Inc., a Florida corporation, Member

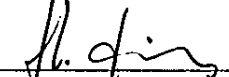
By: 
Roland Hauber, President

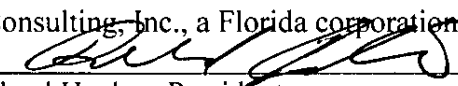
By: 
Roland Hauber, Manager

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TALLAHASSEE, FLORIDA

WD Development, LLP, a Florida limited liability partnership

By: 
Manfred Wilfer, Partner


By: 
Heinz Dannes, Partner

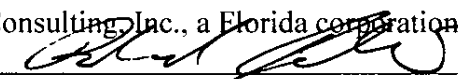
SYS Consulting, Inc., a Florida corporation, Partner
By: 
Roland Hauber, President

Surviving Party:

Marco Highlands, LLC, a Florida limited liability company

By: 
Manfred Wilfer, Member

By: 
Heinz Dannes, Member

SYS Consulting, Inc., a Florida corporation, Member
By: 
Roland Hauber, President

By: 
Roland Hauber, Manager