

L07000097817

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J. BRYAN

NOV 20 2012

EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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TALLAHASSEE, FLORIDA

The Grande, LLC

55 Ponce De Leon, LLC

Survivor: THE GRANDE, LLC

- ☐ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☒ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ☐ Photo Copy _____
- ☐ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____
- ☐ Courier _____

Signature _____

Requested by: SETH

11/19/12

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

PLAN AND ARTICLES OF MERGER

THIS PLAN AND ARTICLES OF MERGER (the "Plan") is entered into this 19 day of November, 2012, by and between:

THE GRANDE, LLC, a Florida limited liability company, whose address is 5801 Ulmerton Road, Clearwater, Florida 33760, Document No. L07000097817, FEIN 41-2253513 (hereinafter referred to as "Surviving Entity"); and

55 PONCE DE LEON, LLC, a Florida limited liability company, whose address is 18136 Regents Square Drive, Tampa, FL 33647, Document No. L07000018044, FEIN 20-8457153 (hereinafter referred to as "Merged Entity").

WITNESSETH:

WHEREAS, the Members of the Surviving Entity and of the Merged Entity deem it advisable and in the best interest of the parties hereto and their respective Members, that Merged Entity be merged into Surviving Entity, and that Surviving Entity merge Merged Entity into itself, pursuant to the terms and conditions hereinafter set forth and in the manner prescribed by the laws of the State of Florida;

WHEREAS, Surviving Entity, by its Articles of Organization, as amended, was organized by its filing in the office of the Secretary of State of Florida on September 25, 2007 and remains in good standing as of the date hereof; and

WHEREAS, Merged Entity, by its Articles of Organization, as amended, was organized by its filing in the office of the Secretary of State of Florida on February 15, 2007 and remains in good standing as of the date hereof.

WHEREAS, the undersigned comprise 100% of the members of both merging entities and are the parties entitled to notice of a meeting to consider and vote on this merger pursuant to Sec 608.4381, et seq, Florida Statutes. Said members do hereby waive such notice and represent that each has been furnished a copy of the Plan and, by our respective signatures below, do hereby approve of said Plan.

NOW, THEREFORE, the parties hereto hereby agree to this Plan and Articles of Merger, whereby Merged Entity is merged into Surviving Entity, and Surviving Entity merges Merged Entity into itself in the manner prescribed by the laws of the State of Florida, and the terms and conditions of the aforesaid merger and the mode of carrying the same into effect are as follows:

ARTICLE I

Merged Entity shall be and is hereby merged into Surviving Entity, and Surviving Entity shall and does hereby merge Merged Entity into itself. Surviving Entity shall continue to be governed by the laws of the State of Florida. All members of each entity have approved of this Plan in accordance with Florida law and have evidenced such approval by their signatures herein below.

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ARTICLE II

The Articles of Organization of Surviving Entity shall remain in effect as a result of this merger.

ARTICLE III

The outstanding membership interests of the Merged Entity immediately prior to this merger are as follows:

<u>Merged Entity Members:</u>	<u>LLC Membership Interest</u>
Terence J. McCarthy, as Trustee of the Terence J. McCarthy Family Trust, U/T/D October 31, 2002	20.0%
David S. Mallitz	20.0%
William F. Rain	20.0%
Crystal Annan Limited Partnership, a South Dakota limited partnership	20.0%
Richard A. Corbett, as Trustee of the Richard A. Corbett Grantor Trust	10.0%
Skoki Investors IB, L. P., a Delaware limited partnership	10.0%
TOTAL	100.0%

The ownership of Merged Entity on the effective date of the merger shall, by virtue of and immediately following the merger, and without further action on the part of the respective members, be as listed herein below. Said resulting ownership is based on the current ownership of the Surviving Entity (which is as set forth below), the pre-merger capital account balances of the members of the two entities and the value of the real estate owned by the respective entities:

<u>Surviving Entity Members:</u>	<u>LLC Membership Interest</u>
Terence J. McCarthy, as Trustee of the Terence J. McCarthy Family Trust, U/T/D October 31, 2002	80.0%
David S. Mallitz	2.5%
Richard A. Greco	2.5%
William F. Rain	5.0%

**Crystal Annan Limited Partnership,
a South Dakota limited partnership**

**Richard A. Corbett, as Trustee of the
Richard A. Corbett Grantor Trust**

**Skoki Investors IB, L. P.,
a Delaware limited partnership**

TOTAL

5.0%

2.5%

2.5%

100.0%

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TALLAHASSEE, FLORIDA

As soon as practical after the effective date of the merger and in accordance with the terms of this Plan, each holder of a membership interest in the Merged Entity shall be entitled, upon surrender of any certificate or certificates, to receive, in exchange therefor, a certificate or other written acknowledgement of said member's aggregate membership interest in Surviving Entity into which interest said member's interest in Merged Entity theretofore represented by such certificate or certificates shall have been converted pursuant to this Article.

ARTICLE IV

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) Until altered, amended or repealed as therein provided, the Operating Agreement of Surviving Entity as it shall exist on the effective date of this Plan and Articles of Merger shall be the Operating Agreement of Surviving Entity.

(b) The first annual meeting of the members of Surviving Entity to be held after the date this merger becomes effective shall be the annual meeting provided or to be provided by the Operating Agreement.

(c) The first regular meeting of the Members of Surviving Entity to be held after the date this merger becomes effective may be called or may convene in the manner provided in the Operating Agreement of Surviving Entity and may be held at the time and place specified in the notice of meeting.

(d) Surviving Entity and Merged Entity shall share the expenses of carrying this Plan and Articles of Merger into effect and of accomplishing the merger as provided in the Plan.

(e) Neither of the merging entities shall issue or sell or issue right to subscribe to any ownership or any membership interest, or shall declare any distributions on its membership interest prior to the effective date of this merger.

(f) Neither of the merging entities shall incur, prior to the effective date of the merger, any obligations not within the express contemplation of this Plan and Articles of Merger, whether by contract or otherwise, except pursuant to existing agreements and arrangements and except in the ordinary course of business, nor dispose of any material portion of its business or property.

(g) Upon the effective date of this merger, the separate existence of Merged Entity shall cease, and Merged Entity shall be merged into Surviving Entity, in accordance with the provisions of this Plan and Articles of Merger, and Surviving Entity shall possess all the rights, privileges, immunities, powers and franchises of a

public and a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the merging companies, and shall have all of the rights, privileges, powers and franchises of each of the merging companies; and all property, real, personal and mixed, and all debts due to or from each of the merging companies shall be vested in Surviving Entity, and all property, rights and privileges, powers and franchises of the merging entities and all and every other interest of them shall be thereafter as effectually the property of Surviving Entity as they were of the respective merging entities; and the title to any real estate, whether by deed or otherwise, vested in any of the merging entities shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of the merging entities shall be preserved unimpaired; and all debts, liabilities and duties of Merged Entity shall thenceforth attach to Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Surviving Entity shall cause a copy of this Plan and Articles of Merger certified by the Department of State of the State of Florida to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged Entity is situated.

(h) If, at any time, Surviving Entity shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Entity, according to the terms hereof, the title to any property or rights of Merged Entity, the proper officers and directors of Merged Entity shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Entity, and otherwise to carry out the purposes of this Plan and Articles of Merger.

ARTICLE V

Surviving Entity shall have the right to amend, alter, change or repeal any provisions contained in this Plan and Articles of Merger and which may be contained in the Articles of Organization for Surviving Entity in the manner now and hereafter prescribed by said laws. All rights conferred upon members herein are granted subject to this reservation.

ARTICLE VI

(a) Upon the approval of this Plan and Articles of Merger by the Members of the merging entities in accordance with the laws of the State of Florida, this Plan and Articles of Merger shall be filed with the Secretary of State of the State of Florida. This merger and these Articles of Merger are permitted under the laws of the State of Florida and are not prohibited by the Operating Agreements or Articles of Organization of either entity.

(b) Subject to the filing of this Plan and Articles of Merger with the Secretary of State of the State of Florida, this merger shall be effective as of the filing of said Plan and Articles of Merger.

ARTICLE VII

In order to facilitate the filing and recording of this Plan and Articles of Merger, the same may be simultaneously executed in several counterparts, each of which shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.

[signatures on following page]

IN WITNESS WHEREOF, the parties hereto have caused this Plan and Articles of Merger to be executed by the respective Managing Member and all Members, as the case may be, of each party, pursuant to authority given by their respective Operating Agreements and Florida law, as follows:

MERGED ENTITY:

55 PONCE DE LEON, LLC,
a Florida limited liability company

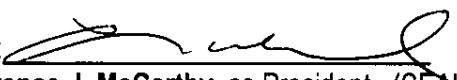
BY: 
William F. Rain, as Managing Member (SEAL)

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TALLAHASSEE, FLORIDA

SURVIVING ENTITY:

THE GRANDE, LLC,
a Florida limited liability company


BY: **TJM PROPERTY MANAGEMENT, INC.,**
a Florida corporation, as Managing Member

BY: 
Terence J. McCarthy, as President (SEAL)

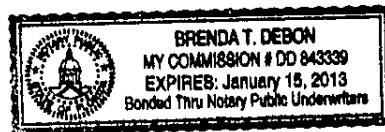
STATE OF FLORIDA)
COUNTY OF PINELLAS)

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TALLAHASSEE
SECRETARY OF STATE

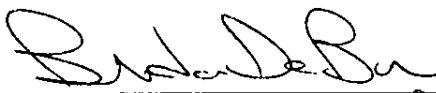
The foregoing instrument was acknowledged before me this 16th day of Nov., 2012, by **William F. Rain**, as Managing Member of **55 PONCE DE LEON, LLC**, a Florida limited liability company, on behalf of said company. He is personally known to me or has produced Id. Driver's License as identification.

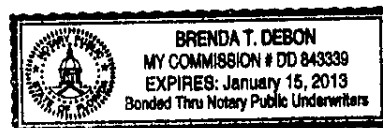

Print Name: Brenda DeBon
Notary Public for State of Florida (SEAL)
My Commission Expires:

STATE OF FLORIDA)
COUNTY OF PINELLAS)

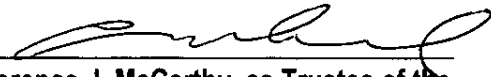


The foregoing instrument was acknowledged before me this 16th day of Nov., 2012, by **Terence J. McCarthy**, as President of **TJM PROPERTY MANAGEMENT, INC.**, a Florida corporation, as Managing Member of **THE GRANDE, LLC**, a Florida limited liability company, on behalf of said company. He is personally known to me or has produced _____ as identification.


Print Name: Brenda DeBon
Notary Public for State of Florida (SEAL)
My Commission Expires:



MERGED ENTITY MEMBERS' CONSENT


Terence J. McCarthy, as Trustee of the
Terence J. McCarthy Family Trust,
U/T/D October 31, 2002

11/16/12
Date

David S. Mallitz

Date

William F. Rain

Date

Crystal Annan Limited Partnership,
a South Dakota limited partnership

By: _____

Date

Richard A. Corbett, as Trustee of the
Richard A. Corbett Grantor Trust

Date

Skoki Investors IB, L. P.,
a Delaware limited partnership

By: _____

Date

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David S. Mallitz

William F. Rain

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a South Dakota limited partnership

By: _____

Richard A. Corbett, as Trustee of the
Richard A. Corbett Grantor Trust

Skoki Investors IB, L. P.,
a Delaware limited partnership

By: _____

Date

Date

Date

Date

Date

Date

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11/15/12

Date

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Date



William F. Rain

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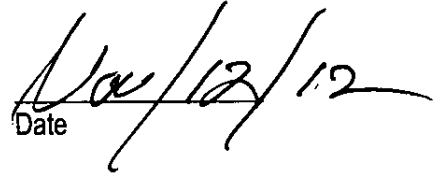
Date

Skoki Investors IB, L. P.,
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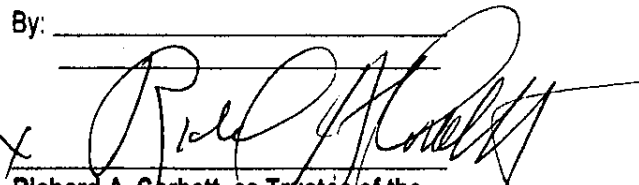
David S. Mallitz

Date

William F. Rain

Date

Crystal Annan Limited Partnership,
a South Dakota limited partnership

By: _____
X 

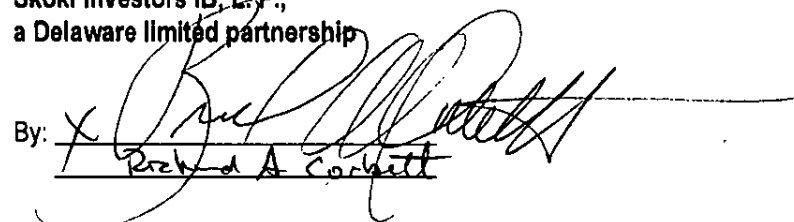
Richard A. Corbett, as Trustee of the
Richard A. Corbett Grantor Trust

Date

11/16/12

Date

Skoki Investors IB, L.P.,
a Delaware limited partnership

By: X 
Richard A. Corbett

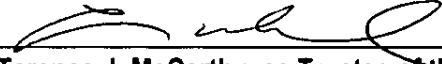
Date

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11/16/12
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David S. Mallitz

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Richard A. Greco

Date

William F. Rain

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a South Dakota limited partnership

By: _____

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David S. Mallitz

Richard A. Greco

William F. Rain

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FLORIDA

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Date

Richard A. Greco

Date



William F. Rain

Date

11/16/12

**Crystal Annan Limited Partnership,
a South Dakota limited partnership**

By: _____

Date

Richard A. Corbett, as Trustee of the
Richard A. Corbett Grantor Trust

Date


**Skoki Investors IB, L. P.,
a Delaware limited partnership**

By: _____

Date

MERGED ENTITY MEMBER'S CONSENT

**METRO BAY DEVELOPMENT, LLC, a
Florida limited liability company**

By: 
William F. Rain, President (SEAL)

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TALLAHASSEE, FLORIDA
Nov 15, 12
Date


SURVIVING ENTITY MEMBERS' CONSENT

**Terence J. McCarthy, as Trustee of the
Terence J. McCarthy Family Trust,
U/T/D October 31, 2002**


Date

David S. Mallitz

Date


Richard A. Greco

Nov 15, 12
Date


William F. Rain

Nov 15, 12
Date

**Crystal Annan Limited Partnership,
a South Dakota limited partnership**

By: _____

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**Richard A. Corbett, as Trustee of the
Richard A. Corbett Grantor Trust**

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**Skoki Investors IB, L. P.,
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By: X 

Richard A. Corbett

Date

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