

LO7000101258

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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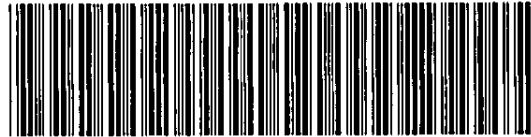
(Business Entity Name)

(Document Number)

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PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 09-07-2012

NAME: LYC DESTIN, LLC

TYPE OF FILING: ARTICLES OF MERGER

COST: \$50

RETURN:

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

A handwritten signature in black ink, appearing to read "Abbie Hodge", is written over the printed name "ABBIE/PAUL HODGE". The signature is fluid and cursive, with a long horizontal stroke at the end.

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: LYC Destin, 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:

Kristi Dickison

Contact Person

Broad and Cassel

Firm/Company

390 N. Orange Avenue, Suite 1400

Address

Orlando, Florida 32801

City, State and Zip Code

registeredagent@broadandcassel.com

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

For further information concerning this matter, please call:

Kristi Dickison

Name of Contact Person

at (407)

481-5263

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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, 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>
LYC Destin Holding, LLC	Florida	LLC
L12-114768		

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>
LYC Destin LLC	Florida	LLC
L07-101258		

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

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 4601 Legendary Marina Drive

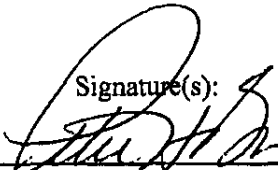
Destin, Florida 32541

Mailing address: 4601 Legendary Marina Drive

Destin, Florida 32541

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
LYC Destin Holding, LLC		Peter Bos
LYC Destin LLC	signing for both entities	Peter Bos

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

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>
LYC Destin Holding, LLC	Florida	LLC

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>
LYC Destin LLC	Florida	LLC

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

See attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

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

N/A

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

See attached Agreement and Plan of Merger

(Attach additional sheet if necessary)

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is dated effective as of September 7, 2012, by and between **LYC DESTIN HOLDING, LLC**, a Florida limited liability company, Document Number L12000114768 ("Holding LLC"), and **LYC DESTIN LLC**, a Florida limited liability company, Document Number L07000101258 (the "LLC").

IN CONSIDERATION OF the mutual covenants set forth in this Agreement, the parties agree as follows:

1. Pursuant to the authority of the Florida Limited Liability Company Act and in accordance with the provisions of this Agreement, on the Effective Date (as defined below), Holding LLC shall be merged with and into the LLC (the "Merger"), the separate and corporate existence of Holding LLC shall cease, and the LLC (the "Surviving Company") shall continue its existence pursuant to the laws of Florida under its present name **LYC DESTIN LLC** (Holding LLC and the LLC are collectively referred to as the "Constituent Companies.")
2. The Merger shall become effective as of the date of filing of the Articles of Merger (the "Effective Date").
3. The Surviving Company shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Companies shall be vested in the Surviving Company without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Companies shall not revert or in any way be impaired by reason of the Merger.
4. All obligations belonging to or due to each of the Constituent Companies shall be vested in the Surviving Company without further act or deed, and the Surviving Company shall be liable for all of the obligations of each of the Constituent Companies existing as of the Effective Date.
5. The Articles of Organization of the LLC as in effect immediately prior to the Effective Date of the Merger shall be the Articles of Organization of the Surviving Company immediately after the Effective Date.
6. On the Effective Date, by virtue of the Merger and without any action on the part of the owners, members, officers, or directors of the Constituent Companies, the issued and outstanding membership interests/units of Holding Company immediately prior to the Effective Date will be automatically cancelled and the Surviving Company will not issue membership interests/units on the consummation of the Merger contemplated by this Agreement.

IN WITNESS WHEREOF, Holding LLC and the LLC have executed and delivered this Agreement as of the date first above written.

HOLDING LLC:

LYC DESTIN HOLDING, LLC, a Florida limited liability company

By: 

Peter H. Bos
Its Managing Member

LLC:

LYC DESTIN LLC, a Florida limited liability company

By: Marina Developers LLC, a Florida limited liability company, its Managing Member

By: West Florida Holding LLC, a Florida limited liability company, its Managing Member

By: 

Peter H. Bos
Its Managing Member

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