

L080660010105

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

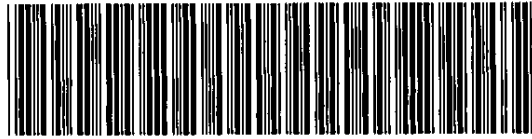
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900133261959

RECEIVED

08 JUL 24 PM 4:25

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

08 JUL 24 AM 9:45

DEPT. OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

JUL 25 2008

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 660398 7135588

AUTHORIZATION

COST LIMIT : \$ 105.00

FILED
08 JUL 24 AM 9:45
TALLAHASSEE, FLORIDA

ORDER DATE : July 24, 2008

ORDER TIME : 2:04 PM

ORDER NO. : 660398-015

CUSTOMER NO: 7135588

ARTICLES OF MERGER

CG 3380 FLORIDA, LLC
3370 FLORIDA AVE, LLC

INTO

GV GRAND BAHAMA, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Amanda Roath

EXAMINER'S INITIALS: _____

FILED
08 JUL 24 AM 9:45
TALLAHASSEE, FLORIDA

CERTIFICATE OF MERGER

The undersigned parties have executed this Certificate of Merger ("**Certificate**") as of July 24, 2008, and hereby state as follows:

1. **Merging Companies.** The following limited liability companies (collectively, sometimes referred to as "**Merging Companies**" and individually as a "**Merging Company**") are merging into GV GRAND BAHAMA, LLC, a Florida limited liability company (the "**Surviving Company**"): L07000108851

a. CG 3380 FLORIDA, LLC, a Florida limited liability company; and

b. L07000089618
3370 Florida Ave, LLC, a Florida limited liability company.

2. **Plan of Merger.** The Plan of Merger is attached hereto and made a part hereof.

3. **Approval.** Approval of the Plan of Merger was obtained by each Merging Company (as described in Paragraph 2 above) in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

4. **Manager.** No Manager is a Member of a Merging Company or the Surviving Company.

5. **Effective Date.** The effective date of the Plan of Merger shall be upon the filing of this Certificate with the Florida Secretary of State in accordance with Paragraph 5 of the Plan of Merger.

IN WITNESS WHEREOF, this Certificate of Merger has been executed by the Merging Companies and the Surviving Company as of the date first written above.

MERGING COMPANIES:

CG 3380 FLORIDA, LLC, a Florida limited liability company

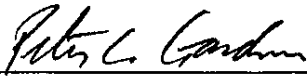
By: Peter C. Gardner
Peter C. Gardner, Manager

3370 Florida Ave, LLC, a Florida limited liability company

By: Peter C. Gardner
Peter C. Gardner, Manager

SURVIVING COMPANY:

GV GRAND BAHAMA, LLC, a Florida limited
liability company

By: 
Peter C. Gardner, Manager

PLAN OF MERGER

The Plan of Merger (the "**Plan**") is as follows:

1. **Name and Jurisdiction.** The name and jurisdiction of each Merging Company are as follows:

- a. CG 3380 FLORIDA, LLC, a Florida limited liability company; and
- b. 3370 Florida Ave, LLC, a Florida limited liability company.

(collectively, sometimes referred to as "**Merging Company**")

2. **Surviving Entity.** The surviving entity shall be GV GRAND BAHAMA, LLC, a Florida limited liability company (the "**Surviving Company**")

3. **Terms and Conditions.** The terms and conditions of this Plan are as follows:

- a. The separate legal existence of each Merging Company set forth under Paragraph 1 hereof shall terminate as of the Effective Date hereof;
- b. The assets of each Merging Company set forth under Paragraph 1 hereof shall, as of the Effective Date hereof, vest in the Surviving Company
- c. The liabilities and obligations of each Merging Company set forth under Paragraph 1 hereof shall be the sole responsibility of the Surviving Company; and
- d. The Surviving Company's Operating Agreement shall be the governing operating agreement.

4. **Manner and Basis of Converting Members' Interests.** The manner and basis of converting members' interests shall be as follows:

- a. GROVE VILLAGE, LLC, a Florida limited liability company, and the 100% owner of CG 3380 FLORIDA, LLC shall be deemed as of the Effective Date hereof, to have cancelled its 100% interest in such Merging Company without further action and to have its interest represented by its 100% membership interest in the Surviving Company; and
- b. Sandhill Realty, LLC, a Delaware limited liability company and the 100% owner of the membership interests in 3370 Florida Ave, LLC shall be deemed, as of the Effective Date hereof, to have cancelled its 100% interest therein without further action and to have its interest represented by a six (6%) interest in GROVE VILLAGE, LLC, a Florida limited liability company, subject to Paragraph 7 hereof, which, in turn, owns 100% interest in the Surviving Company.

5. **Effective Date.** The Plan shall be effective ("**Effective Date**") upon the filing of the Certificate of Merger with the Florida Secretary of State.

6. **Fair Value.** The method of determining the "fair value" as defined in F.S. 608.4351 of an interest in a domestic limited liability company that is a party to this Plan shall be the purchase price of properties acquired by a Merging Company set forth under Paragraph 1 hereof.

7. **Other Terms.**

- a. Sandhill Realty, LLC has a 6% membership interest in GROVE VILLAGE, LLC which owns 100% of the Surviving Company. Sandhill Realty, LLC has an obligation to fund 6% of the equity in GROVE VILLAGE, LLC by contributing cash or property and its 100% interest in 3370 Florida Avenue, LLC, and such contribution satisfies part of that obligation.
- b. A certified copy of the Certificate of Merger shall be filed in the official records of any county in Florida in which a party to this Plan holds an interest in real property.
- c. The members of each Merging Company set forth under Paragraph 1 hereof waive any and all appraisal rights to which such members are entitled under F.S. 608.4351-608.43595 by approving this Plan.

IN WITNESS WHEREOF, this Plan has been executed by the undersigned parties this

2nd day of July, 2008.

MERGING COMPANIES:

CG 3380 FLORIDA, LLC, a Florida limited liability company

By: Peter C. Gardner
Peter C. Gardner, Manager

3370 Florida Ave, LLC, a Florida limited liability company

By: Peter C. Gardner
Peter C. Gardner, Manager

SURVIVING COMPANY:

GV GRAND BAHAMA, LLC, a Florida limited
liability company

By: Peter C. Gardner
Peter C. Gardner, Manager

PARTY TO PLAN:

SANDHILL REALTY, LLC, a Delaware limited
liability company

By: Peter C. Gardner
Peter C. Gardner, President

W:\ER\GARDNER\COCONUT GROVE ISLAND PURCHASE\MERGER\GV GRAND BAHAMA\PLAN OF MERGER (GV GRAND BAHAMA)