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JUL 25 2008

**EXAMINER**



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DEPARTMENT OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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DEPARTMENT OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**B. KOHR**

JUL 25 2008

**EXAMINER**



CORPORATION SERVICE COMPANY

FILED  
08 JUL 24 AM 9:45  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 660398 7135588

AUTHORIZATION :

COST LIMIT : \$ 155.00

ORDER DATE : July 24, 2008

ORDER TIME : 2:02 PM

ORDER NO. : 660398-035

CUSTOMER NO: 7135588

ARTICLES OF MERGER

CG 3428 GRAND, LLC  
CG 3407 THOMAS, LLC  
CG 3420 ELIZABETH STREET, LLC

INTO

GV PARADISE ISLAND, 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 \_\_\_\_\_, 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 PARADISE ISLAND, LLC, a Florida limited liability company (the "**Surviving Company**"):

- a. 3428 Grand, LLC, a Florida limited liability company;
- b. CG 3407 THOMAS, LLC, a Florida limited liability company;
- c. CG 3420 ELIZABETH STREET, LLC, a Florida limited liability company; and
- d. CG 3456 ELIZABETH, 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 3428 Grand, LLC, a Florida limited liability company

By: \_\_\_\_\_

*Peter C. Gardner*

Peter C. Gardner, Manager

CG 3407 THOMAS, LLC a Florida limited liability company

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

CG 3420 ELIZABETH STREET, LLC, a Florida limited liability company

By: Peter C. Gardner

CG 3456 ELIZABETH, LLC, a Florida limited liability company

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

**SURVIVING COMPANY:**

GV PARADISE ISLAND, LLC, a Florida limited liability company

By: Peter C. Gardner  
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 3428 Grand, LLC, a Florida limited liability company; L07000063361
- b. CG 3407 THOMAS, LLC, a Florida limited liability company; L07000120196
- c. CG 3420 ELIZABETH STREET, LLC, a Florida limited liability company; and L07000113317
- d. CG 3456 ELIZABETH, LLC, a Florida limited liability company; L07000118472

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

2. **Surviving Entity.** The surviving entity shall be GV PARADISE ISLAND, 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. 18 NONANTUM, LLC, a Florida limited liability company, and the 100% owner of the membership interests in CG 3407 THOMAS, LLC, and CG 3420 ELIZABETH STREET, LLC, shall be deemed as of the Effective Date hereof, to have cancelled its 100% interest in each of CG 3407 THOMAS, LLC, and CG 3420 ELIZABETH STREET, LLC without further action and to have its interest represented by its 10% membership interest in Grove Village, LLC, a Florida limited liability company, which, in turn, owns 100% interest in the Surviving Company;

- b. Sandhill Realty, LLC a Delaware limited liability company, and the 100% owner of the membership interests in CG 3456 ELIZABETH, LLC, shall be deemed as of the Effective Date hereof, to have cancelled its 100% interest in CG 3456 ELIZABETH, LLC without further action and to have its interest represented by its 6 % membership interest in Grove Village, LLC, a Florida limited liability company, which, in turn, owns 100% interest in the Surviving Company; and
- c. Continental Citrus Corporation, and the 100% owner of the membership interests in CG 3428 Grand, LLC,, shall be deemed as of the Effective Date hereof, to have cancelled its 100% interest in CG 3428 Grand, LLC, without further action and to have its interest represented by its 28 % membership interest in Grove Village, LLC, a Florida limited liability company, 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. 18 NONANTUM, LLC has an 10% membership interest in GROVE VILLAGE, LLC which owns 100% of the Surviving Company. 18 NONANTUM, LLC has an obligation to fund 10% of the equity in GROVE VILLAGE, LLC by contributing cash or property. Its 100% interest in CG 3407 THOMAS, LLC, and CG 3420 ELIZABETH STREET, LLC, Merging Companies satisfies part of that obligation.
- b. Sandhill Realty, LLC, has a 6% membership interest in GROVE VILLAGE, LLC which owns 100% of the Surviving Company and has an obligation to fund 6% of the equity in GROVE VILLAGE, LLC by contributing cash or property and its 100% interest in CG 3456 ELIZABETH, LLC, Merging Company, satisfies part of that obligation.
- c. Continental Citrus Corporation has a 23% membership interest in GROVE VILLAGE, LLC which owns 100% of the Surviving Company and has an obligation to fund 23% of the equity in GROVE VILLAGE, LLC by contributing cash or property. Its 100% interest in CG 3428 Grand, LLC, Merging Company satisfies part of that obligation.
- d. 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.

- e. 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 \_\_\_\_\_ day of \_\_\_\_\_, 2008.

**MERGING COMPANIES:**

CG 3428 Grand, LLC, a Florida limited liability company

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

CG 3407 THOMAS, LLC, a Florida limited liability company

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

CG 3420 ELIZABETH STREET, LLC, a Florida limited liability company

By: Peter C. Gardner

CG 3456 ELIZABETH, LLC, a Florida limited liability company

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

**SURVIVING COMPANY:**

GV PARADISE ISLAND, LLC, a Florida limited liability company

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

**PARTIES TO PLAN:**

18 NONANTUM, LLC, a Florida limited liability company

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

Sandhill Realty, LLC, a Delaware limited liability company

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

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