

L0800000/0106

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

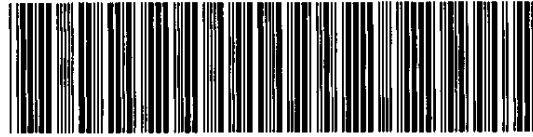
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

CORPORATE

Office Use Only



300133262173

RECEIVED

08 JUL 25 AM 10:48

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

08 JUL 25 PM 3:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR

JUL 25 2008

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 661245 7135588

AUTHORIZATION

COST LIMIT : \$ 80.00

ORDER DATE : July 24, 2008

ORDER TIME : 5:22 PM

ORDER NO. : 661245-005

CUSTOMER NO: 7135588

FILED  
08 JUL 25 PM 3:05  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

CG3449 HIBISCUS, LLC

INTO

GV PARADISE ISLAND, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
08 JUL 25 PM 3:05  
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:

L08000031303

1. **Merging Company.** CG3449 Hibiscus, LLC, a Florida limited liability company ("Merging Company") is merging into GV PARADISE ISLAND, LLC, a Florida limited liability company (the "Surviving 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 the Merging Company (as described in Paragraph 2 above) in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

4. **Manager.** The Manager is not a Member of the 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 COMPANY:**

CG 3449 Hibiscus, 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 the Merging Company is CG 3449 Hibiscus, LLC, a Florida limited liability 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 the Merging Company shall terminate as of the Effective Date hereof;
- b. The assets of the Merging Company shall, as of the Effective Date hereof, vest in the Surviving Company;
- c. The liabilities and obligations of the Merging Company 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 3449 HIBISCUS, 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.
- 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 sole member of the Merging Company waives any and all appraisal rights to which such member is 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 24 day of July, 2008.

**MERGING COMPANY:**

CG 3449 HIBISCUS, 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