

# L08000015462

Division of Corporations

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**Florida Department of State  
Division of Corporations  
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**L. SELLERS**



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MAY 13 2009

**EXAMINER**

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**To:**

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Fax Number : (850) 617-6380

**From:**

Account Name : LOWMEYER, BROSDICK, DOSTER, KANTOR & REED, P.A.  
Account Number : 072720000036  
Phone : (407) 843-4600  
Fax Number : (407) 843-4444

*Attn: Tami Paschley*

**MERGER OR SHARE EXCHANGE**

**Coastal Lending Group, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$58.75

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ORLANDO, FLORIDA 32801

450 SOUTH ORANGE AVENUE, SUITE 800  
ORLANDO, FLORIDA 32801

POST OFFICE BOX 2809, ORLANDO, FLORIDA 32802-2809  
TEL.: 407-843-4600 / FAX.: 407-843-4444  
www.lowndes-law.com

**A T T O R N E Y S  
A T L A W**

**III MERITAS LAW FIRMS WORLDWIDE**

**FROM:**

Name: Tami Passley  
Fax Number:  
Voice Number: 407-418-6785

**TO:**

Name: FL DOS  
Company:  
Fax Number: 1-850-617-6380  
Voice Phone:

**MESSAGES:**

Please find attached fax confirmation and a fax copy of the Certificate of Merger faxed to your office for Integrity Home Funding, LLC into Coastal Lending Group, LLC at 2:31 pm on Friday, May 8, 2009.

I just called your office and was told you do not reflect receiving the fax on Friday even though we have the confirmation.

Please file the attached and obtain the original filing effective date of May 8, 2009 pursuant to which date the document was previously submitted to your office.

Thanks.  
Tami Passley

Date and time of transmission: **Tuesday, May 12, 2009 2:14:40 PM**  
Number of pages including this cover sheet: **08**

*If you did not receive all of the pages, please contact us as soon as possible.*

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**CERTIFICATE OF MERGER****OF****INTEGRITY HOME FUNDING, LLC,**  
a Florida limited liability company

with and into

**COASTAL LENDING GROUP, LLC**  
a Florida limited liability company

This Certificate of Merger is submitted to merge the Florida limited liability company and the Florida limited liability company in accordance with Section 608.4382, Florida Statutes:

1. The name and state of formation of each of the constituent entities participating in the merger are as follows:

A. **INTEGRITY HOME FUNDING, LLC**, a limited liability company organized and existing under the laws of the State of Florida (the "Merging Entity"); and

B. **COASTAL LENDING GROUP, LLC**, a limited liability company organized and existing under the laws of the State of Florida (the "Surviving Entity").

2. Attached hereto as Exhibit "A" is the Plan of Merger, dated as of May 8, 2009 (the "Plan of Merger"), which has been approved by the Merging Entity and the Surviving Entity in accordance with the provisions of Chapter 608, Florida Statutes.

3. The Merger shall become effective (the "Effective Time") upon the filing of Articles of Merger with the Division of Corporations of the Department of State of the State of Florida.


IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be signed by its duly authorized representative as of the 8<sup>th</sup> day of May, 2009.

*[Signatures appear on the following page.]*

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TALLAHASSEE FLORIDA

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**MERGING COMPANY****INTEGRITY HOME FUNDING, LLC,**  
a Florida limited liability companyBy: Vincent Holdings, LLC, a Nevada  
limited liability company, its ManagerBy:   
Name: David A. Ostlie  
Title: Manager**SURVIVING COMPANY****COASTAL LENDING GROUP, LLC,**  
a Florida limited liability companyBy:   
John Duran, MemberBy:   
Kenneth A. Wagner, MemberBy: VINCENTE HOLDINGS, LLC,  
a Nevada limited liability company,  
its MemberBy:   
Name: David A. Ostlie  
Title: Manager

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EXHIBIT "A"**PLAN OF MERGER**

**FIRST:** The name and state of formation of each of the constituent parties participating in the merger are as follows:

A. **INTEGRITY HOME FUNDING, LLC**, a limited liability company organized and existing under the laws of the State of Florida (the "Merging Entity"); and

B. **COASTAL LENDING GROUP, LLC**, a limited liability company organized and existing under the laws of the State of Florida (the "Surviving Entity").

**SECOND:** This Plan of Merger was approved by each constituent company in accordance with the applicable provisions of Chapter 603, Florida Statutes. Accordingly, a Certificate of Merger will be executed and filed with the Office of the Secretary of State of the State of Florida (the "Merger").

**NOW THEREFORE**, in consideration of the foregoing premises and the mutual agreements, covenants and provisions contained herein, the parties agree that the terms and conditions of the Merger are as follows:

(a) The Surviving Entity shall continue in existence and shall possess all of the rights, privileges, licenses, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each party shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the title to any real estate, or any interest therein, vested in either party shall not revert or be in any way impaired by reason of such Merger; and the Surviving Entity shall thenceforth be responsible and liable for all of the liabilities and obligations of each party, and any claim existing or action or proceeding by or against either party may be prosecuted as if such Merger had not taken place, or the Surviving Entity may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either party shall be impaired by the Merger.

(b) The Articles of Organization of the Surviving Entity, as in effect at the Effective Date (as such term is defined below), shall be the Articles of Organization of the Surviving Entity until thereafter amended as provided by law.

(c) The Operating Agreement of the Surviving Company shall be amended and restated on the Effective Date (as such term defined below), and shall be the Amended and Restated Operating Agreement of the Surviving Entity until thereafter amended as provided by law.

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**THIRD:** The effective date ("Effective Date") of the Merger shall be the date the Certificate of Merger is filed with the Office of the Secretary of State of the State of Florida.

**FOURTH:** On the Effective Date, the membership interests in the Merging Company will be converted into membership interests in the Surviving Company as set forth in the Amended and Restated Operating Agreement of the Surviving Company.

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IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be signed by their duly authorized representative as of the date first above written.

**MERGING COMPANY**

**INTEGRITY HOME FUNDING, LLC,**  
a Florida limited liability company

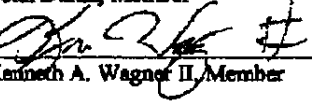
By: Vincent Holdings, LLC, a Nevada  
limited liability company, its Manager

By:   
Name: David A. Ostlie  
Title: Manager

**SURVIVING COMPANY**

**COASTAL LENDING GROUP, LLC,**  
a Florida limited liability company

By:   
John Duran, Member

By:   
Kenneth A. Wagner II, Member

By: VINCENTE HOLDINGS, LLC,  
a Nevada limited liability company,  
its Member

By:   
Name: David A. Ostlie  
Title: Manager

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