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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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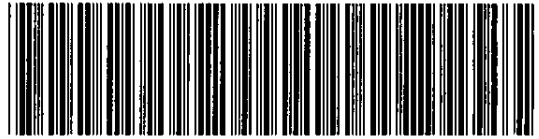
(Business Entity Name)

(Document Number)

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. CLINE  
MAY - 5 2008  
EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Castlegate Partners 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:

Yudelka Lora

(Contact Person)

(Firm/Company)

P.O. Box 771013

(Address)

Naples, FL 34107-1013

(City, State and Zip Code)

For further information concerning this matter, please call:

Kathy Crump

(Name of Contact Person)

at ( 239 ) 772-4438

(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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**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>
Castlegate Partners LLC	Florida	LLC 108-42782
Hidden Grotto Inc.	Florida	S Corp. 88193

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**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>
Castlegate Partners LLC	Florida	LLC

**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: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Mailing address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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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:
<u>Hidden Grotto Inc.</u>	<u>K Crump</u>	<u>Kathy Crump</u>
<u>Castlegate Partners LLC</u>	<u>K Crump</u>	<u>Kathy Crump</u>
_____	_____	_____
_____	_____	_____

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

**Fees:**

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

**Certified Copy (optional):** \$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>
<b>Castlegate Partners LLC</b>	<b>Florida</b>	<b>LLC</b>
<b>Hidden Grotto Inc.</b>	<b>Florida</b>	<b>S Corporation</b>

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>
<b>Castlegate Partners LLC</b>	<b>Florida</b>	<b>LLC</b>

THIRD: Terms and conditions of the merger.

On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving limited liability company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving company shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

FOURTH: Conversion of Shares.

The manner and basis of converting the shares of the absorbed corporation into units of the surviving limited liability company is as follows:

- (A) Each share of the \$1.00 common stock of Hidden Grotto Inc. issued and outstanding on the effective date of the merger shall be converted into the existing member units of Castlegate Partners LLC, owned by the same shareholder.
- (B) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving limited liability company or its duly appointed agent, in the manner that the surviving limited liability company shall legally require.
- (C) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable in the surviving limited liability company until certificates have been issued to those members. Then, each such member shall be entitled to receive any dividends of the surviving limited liability company issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those members of the certificate for his or her units in the surviving limited liability company.

FIFTH: Changes in Articles of Organization.

The articles of organization of the surviving limited liability company shall continue to be its articles of organization following the effective date of the merger.

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CLERK OF DISTRICT COURT  
STATE OF FLORIDA

SIXTH: Changes in Regulations:

The regulations of the surviving limited liability company shall continue to be its regulations following the effective date of the merger.

SEVENTH: Managers.

The managers of the surviving limited liability company on the effective date of the merger shall continue as the managers of the limited liability company for the full unexpired terms of their offices or until their successors have been elected or appointed and qualified.

EIGHTH: Approval by shareholders/members.

The attached plan of merger was approved by the shareholders and members of the constituent corporation and limited liability company in the manner provided by the applicable laws of the State of Florida.

NINTH: Effective date of merger.

The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

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