

Division of Corporations

Page 1 of 3

L08000045720

Florida Department of State
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**MERGER OR SHARE EXCHANGE
CC Bond Acquisition, LLC**

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

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EXAMINER

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**ARTICLES OF MERGER
OF
CC BOND ACQUISITION II, LLC
WITH AND INTO
CC BOND ACQUISITION, LLC**

Pursuant to the provisions of Section 608.4382 et seq. of the Florida Statutes, the undersigned hereby certify that:

FIRST: The name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

CC BOND ACQUISITION II, LLC
135 San Lorenzo Avenue, Suite #750
Coral Gables FL 33146
Florida Doc No. L08000063053

L08000093063

Florida

Limited Liability Company

CC BOND ACQUISITION, LLC
135 San Lorenzo Avenue, Suite #750
Coral Gables FL 33146
Florida Doc No. LO8000045720

L08000045720

Florida

Limited Liability Company

SECOND: The name, street address, jurisdiction and entity type of the surviving entity is:

CC BOND ACQUISITION, LLC
135 San Lorenzo Avenue, Suite 750
Coral Gables, FL 33146
Florida Doc No. L08000045720

Florida

Limited Liability Company

THIRD: The attached Plan of Merger was approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The Merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the each of the parties hereto by their respective authorized representatives as of 25th day of October, 2010.

CC BOND ACQUISITION II, LLC

By: K. Lawrence Gragg
K. Lawrence Gragg, Authorized
Representative

CC BOND ACQUISITION, LLC

By: K. Lawrence Gregg
K. Lawrence Gregg, Authorized
Representative

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of October 25, 2010 (the "Agreement"), by and among CC BOND ACQUISITION, LLC, a Florida limited liability company (the "Company" or "Surviving Company"), and CC BOND ACQUISITION II, LLC, a Florida limited liability company (the "Merging Company").

AGREEMENT

WHEREAS, CM MONTERRA PROPERTY, LLC ("Member") currently owns 100% of the membership interest in the both the Surviving Company and the Merging Company; and

WHEREAS, the Member deems it in its best interest to merge the Merging Company with and into the Company (the "Merger") upon the terms and conditions herein provided.

In consideration of the mutual covenants set forth in this Agreement and Plan of Merger, the parties agree as follows:

On the Effective Date (as defined in paragraph 7 below), in accordance with the provisions of this Agreement and Plan of Merger and the provisions of the Florida Limited Liability Company Act, the Merging Company shall be merged with and into the Company, which shall be the Surviving Company, and the separate existence of the Merging Company shall cease. The Company, as the Surviving Company, shall possess and retain every interest in all assets and properties of every description and wherever located of Merging Company. The rights, privileges, immunities, powers, franchises and authority, public as well as private, of the Merging Company shall be vested in the Surviving Company without any further action required on the part of either the Merging Company or the Company. All obligations due to the Merging company shall be vested in the Surviving Company without any further action required on the part of either Merging Company or the Company. The Surviving Company shall be liable for all of the obligations of Merging Company existing as of the Effective Date.

2. The Articles of Organization of the Surviving Company as in effect on the Effective Date shall remain in effect and be the Articles of Organization of the Surviving Company.

3. The Operating Agreement of the Surviving Company as in effect on the Effective Date shall remain in effect and be the Operating Agreement of the Surviving Company.

4. The officers of Company at the Effective Date shall be the Officers, of the Surviving Company, until their successors shall have been elected or appointed, as the case may be, and, duly qualified.

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6. On the Effective Date, by virtue of the Merger and without any further act, all membership interests in the Merging Company shall be cancelled. The sole member of the Surviving Company at the time of the Merger shall continue to own all of the outstanding membership interests in the Surviving Company.

7. The Merger shall become effective on the day that the Articles of Merger has been filed with the Secretary of State of Florida (the "Effective Date").

8. All company acts, plans, policies, approvals and authorizations of the Company's members and managers and their officers and agents, which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Company and shall be as effective and binding thereon as the same were with respect thereto.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this Agreement and Plan of Merger have been executed on behalf of the each of the parties hereto by their respective authorized representatives as of October 25, 2010.

CC BOND ACQUISITION II, LLC

By: K. Lawrence Gragg
K. Lawrence Gragg, Authorized
Representative

CC BOND ACQUISITION, LLC

By: K. Lawrence Gragg
K. Lawrence Gragg, Authorized
Representative