

Division of Corporations

Page 1 of 1

L0800058378
Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H11000193569 3)))



H110001935693ABC2

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : THE FARR LAW FIRM
Account Number : 103654001666
Phone : (941) 639-1158
Fax Number : (941) 639-0028

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: dholmes@farr.com

RECEIVED

11 AUG -1 AM 9:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA**MERGER OR SHARE EXCHANGE**
Wyvern Hotel, LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$50.00

D. BRUCE

AUG 02 2011

EXAMINER

Electronic Filing Menu

Corporate Filing Menu

Help

H11000193569 3

**ARTICLES OF MERGER
and
CERTIFICATE OF MERGER**

THE FOLLOWING Articles of Merger and Certificate of Merger are being submitted in accordance with Section 608.438 of the Florida Statutes.

ARTICLE I

The exact name and jurisdiction of the Disappearing Entity is as follows:

NAME

**JURISDICTION
FLORIDA**

112TT, LLC
Document No. L05000010252

ARTICLE II

The exact name and jurisdiction of the Surviving Entity is as follows:

NAME

**JURISDICTION
FLORIDA**

WYVERN HOTEL, LLC
Document No. L08000058378

ARTICLE III

Attached hereto is the Plan of Merger. The Plan of Merger was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 608 of the Florida Statutes. All of the members of the Surviving Entity and the Disappearing Entity have approved the Plan of Merger.

ARTICLE IV

This merger is not prohibited by any agreement of the parties or the Articles of Organization of the Surviving Entity or the Disappearing Entity.

ARTICLE V

The effective date of this merger shall be upon the filing of same with the Florida Department of State, Division of Corporations.


H11000193569 3

IN WITNESS WHEREOF, these Articles of Merger and Certificate of Merger are executed this 25 day of July, 2011.

SURVIVING ENTITY:

WYVERN HOTEL, LLC a Florida
limited liability company


By: JBW Holdings, Inc., a
Massachusetts corporation, Manager

By: 
John B. Wise, President
Dated: 7-25-11

DISAPPEARING ENTITY:

112TT, LLC, a Florida limited
liability company

By: JBW Holdings, Inc., a
Massachusetts corporation, Manager

By: 
John B. Wise, President
Dated: 7-25-11

H11000193569 3

PLAN OF MERGER

THE FOLLOWING PLAN OF MERGER was adopted and approved by each party to the Merger in accordance with Sections 607.1108 and 607.1109, *Florida Statutes*.

RECITALS:

WHEREAS, 112TT, LLC, a Florida limited liability company (Document Number L05000010252) (the "Disappearing Entity") desires to merge with and into WYVERN HOTEL, LLC, a Florida limited liability company (Document Number L08000058378) (the "Surviving Entity"); upon the terms and subject to the conditions set forth in this Plan of Merger (the "Plan"); and

WHEREAS, the members of the Surviving Entity and the Disappearing Entity have determined that it is advisable that the Disappearing Entity be merged into the Surviving Entity;

NOW THEREFORE, in consideration of the foregoing and the provisions contained herein the parties agree as follows:

ARTICLE I

The exact name and jurisdiction of each merging entity are as follows:

<u>NAME</u>	<u>JURISDICTION</u>
112TT, LLC Document No. L05000010252 (Disappearing entity)	FLORIDA
WYVERN HOTEL, LLC Document No. L08000058378 (Surviving entity)	FLORIDA

ARTICLE II

The terms and conditions of the merger are as follows:

1. The Effective Date of the merger shall be upon the filing of same with the Florida Department of State, Division of Corporations.
2. On the Effective Date, the Disappearing Entity shall be merged with and into the Surviving Entity. The separate existence of the Disappearing Entity shall cease at the Effective Date and the existence of the Surviving Entity shall continue unaffected and unimpaired with all of the rights, privileges, immunities, and franchises of a public as well as a private nature and

H11000193569 3

subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

3. The Articles of Organization of the Surviving Entity in effect immediately prior to the Effective Date shall, without any changes, be the Articles of Organization of the Surviving Entity from and after the Effective Date until further amended as permitted by law.

4. On the Effective Date, the Surviving Entity shall be responsible and liable for all liabilities and obligations of the Disappearing Entity.

5. Because the membership of Surviving Entity and the Disappearing Entity are identical, there shall be no conversion of the membership interests of the Disappearing Entity, nor any payment therefor, and the membership interests of the Disappearing Entity shall cease to exist on the Effective Date of the merger. There are no rights to acquire any interest in the Disappearing Entity and, therefore, there are no rights of any member of the Disappearing Entity to acquire shares, obligations or other securities of the Surviving Entity.

ARTICLE III

The name and address of the Manager of the Surviving Entity is:


JBW Holdings, Inc., a Massachusetts
corporation
Jack B. Wise, President
51 Knox Trail, Suite 1
Acton, MA 01720

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger this
26 day of July, 2011.

SURVIVING ENTITY:

WYVERN HOTEL, LLC a Florida
limited liability company

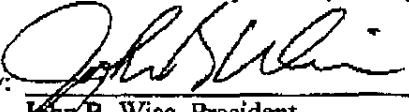
By: JBW Holdings, Inc., a
Massachusetts corporation, Manager

By: 
John B. Wise, President
Dated: 7.25.11

DISAPPEARING ENTITY:

112TT, LLC, a Florida limited
liability company

By: JBW Holdings, Inc., a
Massachusetts corporation, Manager

By: 
John B. Wise, President
Dated: 7.25.11

H11000193569 3