

LD8000060009

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

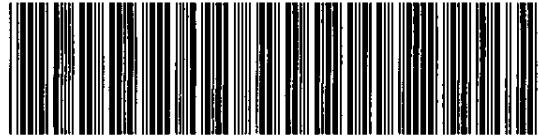
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L. SELLERS

JAN - 7 2009

EXAMINER

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TALLAHASSEE FLORIDA

JOSEPH A. TROIANO, ESQ., PA

A PROFESSIONAL ASSOCIATION

12800 UNIVERSITY DRIVE, SUITE 380
FORT MYERS, FL 33907
239.482.3998 DIRECT
239.823.5222 CELL PHONE
239.466.2866 FAX
jat621@comcast.net

December 31, 2008

PRIVATE AND CONFIDENTIAL

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

RE: SUNRISE HOLDINGS I, LLC

Dear Sir or Madam:

Enclosed for filing please find a Certificate of Merger and Plan of Merger for Sunrise Holdings I, LLC, a Florida limited liability company.

Also enclosed is our check in the amount of \$355.00 for the required filing fees and certified copy.

Please return the approved Certificate and Certified Copy to this office in the postage paid return envelope that we have provided.

Thank you for your assistance. Should you have any questions or require additional information, please feel free to contact me.

Very truly yours,

Joseph A. Troiano, Esq.
For the Firm

JAT/bsb
Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SUNRISE HOLDINGS I, 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:

JOSEPH A. TROIANO, ESQ.

(Contact Person)

JOSEPH A. TROIANO, ESQ.

(Firm/Company)

12800 UNIVERSITY DRIVE, SUITE 380

(Address)

FORT MYERS, FL 33907

(City, State and Zip Code)

For further information concerning this matter, please call:

JOSEPH A. TROIANO, ESQ. at (239) 482

(Name of Contact Person)

(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

**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>
SEE ATTACHED STATEMENT		

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>
SUNRISE HOLDINGS 1, LLC	FL	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.

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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: _____

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:
SEE ATTACHED STATEMENT		

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

<u>Fees:</u> 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

<u>Certified Copy (optional):</u>	\$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>
SEE ATTACHED STATEMENT		

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>
SUNRISE HOLDINGS I, LLC	FL	LLC

THIRD: The terms and conditions of the merger are as follows:

Effective as of the date of this merger, the merging entities will be merged into Sunrise Holdings I, LLC with the later being the surviving entity and with its articles or organization and operating agreement being the documents applicable to the merged entity

(Attach additional sheet if necessary)

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TALLAHASSEE FLORIDA

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Interests and membership units in the merging entities will be converted
on a one to one basis for the interests and membership units in the
surviving entity.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Rights to acquire interests and membership units in the merging entities will
be converted on a one to one basis for the rights to acquire interests
and membership units in the surviving entity.

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)



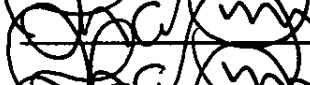

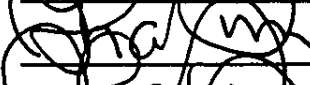
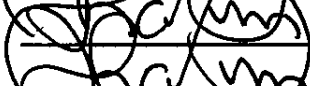
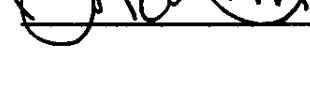

STATEMENT FOR CERTIFICATE OF MERGER OF SUNRISE HOLDINGS I, LLC

ARTICLE FIRST: CERTIFICATE OF MERGER

<u>NAME OF MERGING ENTITY</u>	<u>JURISDICTION</u>	<u>ENTITY FORM</u>
Sunrise Holdings 1107, LLC	Alaska	LLC
Sunrise Holdings 1721, LLC	Alaska	LLC
Sunrise Holdings 2009, LLC	Alaska	LLC
Sunrise Holdings 2013, LLC	Alaska	LLC
Sunrise Holdings 2121, LLC	Alaska	LLC
Sunrise Holdings 2210, LLC	Alaska	LLC
Sunrise Holdings 2319, LLC	Alaska	LLC
Sunrise Holdings 2513, LLC	Alaska	LLC
Sunrise Holdings 302, LLC	Alaska	LLC
Sunrise Holdings 409, LLC	Alaska	LLC
Sunrise Holdings 4110, LLC	Alaska	LLC
Sunrise Holdings 4922, LLC	Alaska	LLC

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TALLAHASSEE FLORIDA

ARTICLE NINTH: CERTIFICATE OF MERGER

<u>NAME OF MERGING ENTITY</u>	<u>SIGNATURE</u>	<u>TYPED NAME OF INDIVIDUAL</u>
Sunrise Holdings I, LLC		Joseph A. Troiano, Manager
Sunrise Holdings 1107, LLC		Joseph A. Troiano, Manager
Sunrise Holdings 1721, LLC		Joseph A. Troiano, Manager
Sunrise Holdings 2009, LLC		Joseph A. Troiano, Manager
Sunrise Holdings 2013, LLC		Joseph A. Troiano, Manager
Sunrise Holdings 2121, LLC		Joseph A. Troiano, Manager
Sunrise Holdings 2210, LLC		Joseph A. Troiano, Manager
Sunrise Holdings 2319, LLC		Joseph A. Troiano, Manager

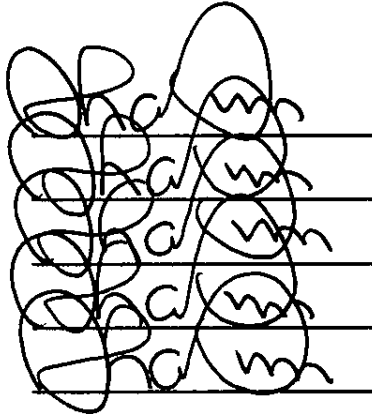
Sunrise Holdings 2513, LLC

Sunrise Holdings 302, LLC

Sunrise Holdings 409, LLC

Sunrise Holdings 4110, LLC

Sunrise Holdings 4922, LLC

A large, stylized handwritten signature in black ink, appearing to read 'J. Troiano', is written over five horizontal lines. The signature is written in a cursive, somewhat illegible style.

Joseph A. Troiano, Manager

Joseph A. Troiano, Manager

Joseph A. Troiano, Manager

Joseph A. Troiano, Manager

Joseph A. Troiano, Manager

ARTICLE FIRST: PLAN OF MERGER

NAME OF MERGING ENTITY

JURISDICTION

ENTITY FORM

Sunrise Holdings 1107, LLC

Alaska

LLC

Sunrise Holdings 1721, LLC

Alaska

LLC

Sunrise Holdings 2009, LLC

Alaska

LLC

Sunrise Holdings 2013, LLC

Alaska

LLC

Sunrise Holdings 2121, LLC

Alaska

LLC

Sunrise Holdings 2210, LLC

Alaska

LLC

Sunrise Holdings 2319, LLC

Alaska

LLC

Sunrise Holdings 2513, LLC

Alaska

LLC

Sunrise Holdings 302, LLC

Alaska

LLC

Sunrise Holdings 409, LLC

Alaska

LLC

Sunrise Holdings 4110, LLC

Alaska

LLC