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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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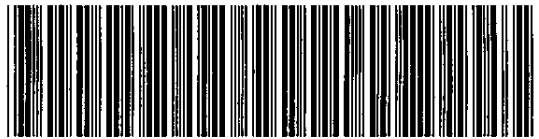
(Business Entity Name)

(Document Number)

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

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TALLAHASSEE, FLORIDA

D. BRUCE

JAN 06 2009

EXAMINER

**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](mailto:jat621@comcast.net)

December 31, 2008

**PRIVATE AND CONFIDENTIAL**

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

**RE: SUNRISE HOLDINGS II, LLC**

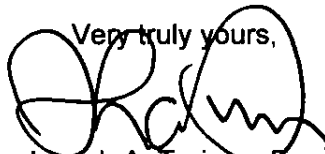
Dear Sir or Madam:

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

Also enclosed is our check in the amount of \$80.00 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

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** SUNRISE HOLDINGS II, 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)

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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 II, 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 entitles 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:
SEE ATTACHED STATEMENT		

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
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

<b><u>Fees:</u></b>	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

<b><u>Certified Copy (optional):</u></b>	\$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 II, 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 II, 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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**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.

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*(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.

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*(Attach additional sheet if necessary)*

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

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*(Attach additional sheet if necessary)*

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

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*(Attach additional sheet if necessary)*

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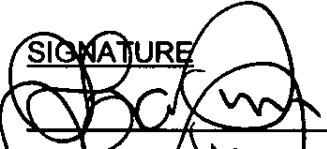
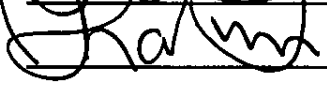
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**STATEMENT FOR CERTIFICATE OF MERGER OF SUNRISE HOLDINGS I, LLC**

**ARTICLE FIRST: CERTIFICATE OF MERGER**

<u>NAME OF MERGING ENTITY</u>	<u>JURISDICTION</u>	<u>ENTITY FORM</u>
Sunrise Holdings 2400, LLC	Alaska	LLC

**ARTICLE NINTH: CERTIFICATE OF MERGER**

<u>NAME OF ENTITY</u>	<u>SIGNATURE</u>	<u>TYPED NAME OF INDIVIDUAL</u>
Sunrise Holdings II, LLC		Joseph A. Troiano, Manager
Sunrise Holdings 2400, LLC		Joseph A. Troiano, Manager

**ARTICLE FIRST: PLAN OF MERGER**

<u>NAME OF MERGING ENTITY</u>	<u>JURISDICTION</u>	<u>ENTITY FORM</u>
Sunrise Holdings 2400, LLC	Alaska	LLC

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