

L08 0000 75 447

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

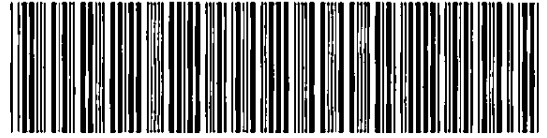
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:
Spoke with Melissa - she called client to obtain date of Merger plan on 9/27/17.
WALK IN \$50.00 ✓

Office Use Only




400303823664

S. TALLENT
SEP 27 2017

Merger

FILED
17 SEP 26 AM 11:18
17 SEP 26 AM 10:59

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 834457 4312919
AUTHORIZATION : 
COST LIMIT : \$50.00

ORDER DATE : September 25, 2017
ORDER TIME : 10:31 AM
ORDER NO. : 834457-005
CUSTOMER NO: 4312919

ARTICLES OF MERGER

SOUTH FLORIDA OCEAN
INVESTMENTS, LLC

INTO

JEFAST PELICAN GRAND I LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
xxx PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Jefast Pelican Grand 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:

Russell B. Hale

Contact Person

Akerman LLP

Firm/Company

420 South Orange Avenue, Suite 1200

Address

Orlando, FL 32801

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Barbara O'Quinn

at

407

419-8595

Name of Contact Person

Area Code

Daytime Telephone Number

Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

CR2E0R0 (2/14)

**Articles of Merger
For
Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, 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>
South Florida Ocean Investments, LLC	Florida	Limited Liability Company L17000153949

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>
Jefast Pelican Grand I LLC	Florida	Limited Liability Company L08000075447

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FILED
17 SEP 26 AM 11:18
CLERK OF DISTRICT COURT

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

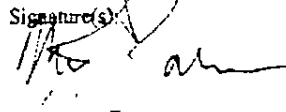
FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed 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:

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:
 South Florida Ocean Investments, LLC
 Jefast Pelican Grand I LLC

Signature(s):


Typed or Printed Name of Individual:
 Maria Paulson, Manager
 Bo Raoul Jertshagen, President
 of Jefast Manager, LLC, its
 Managing Member

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 an authorized person

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	<u>Certified Copy (optional):</u>	\$30.00

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Plan") is made and entered into as of September 15, 2017, by and among SOUTH FLORIDA OCEAN INVESTMENTS, LLC, a Florida limited liability company (the "Merging Company") and JEFASST PELICAN GRAND I LLC, a Florida limited liability company (the "Surviving Company").

WHEREAS, the Merging Company is a limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Surviving Company is a limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, pursuant to this Plan, the Merging Company will merge with and into the Surviving Company, with the Surviving Company surviving the merger; and

WHEREAS, the sole member of the Merging Company and the entire membership of the Surviving Company have approved the Merger and this Agreement and Plan of Merger as being fair and in the best interests of each company and its respective membership.

NOW, THEREFORE, in consideration of the mutual covenants, terms, and conditions set forth in this Plan, and for other good and valuable consideration, the receipt and sufficient of which are hereby acknowledged, the parties hereto agree as follows:

Recitals. The foregoing recitals are hereby incorporated as if fully set forth herein.

1. **Merger.** Upon the filing of Articles of Merger with the Florida Department of State (the "**Effective Time**"), the Merging Company shall be merged with and into the Surviving Company (the "**Merger**").

2. **Surviving Entity.** At the Effective Time of the Merger:

a. The Surviving Company shall be the surviving entity of the Merger, and shall continue to exist as a limited liability company organized under the laws of the State of Florida, with all of the rights and obligations as provided thereunder.

b. The separate existence of the Merging Company shall cease and the effects and consequences of the Merger will be as set forth in this Plan and the Florida Revised Limited Liability Company Act (the "**Act**"), including without limitation Section 605.1026 of the Act.

3. **Constituent Documents.** As a result of the Merger and at the Effective Time, the constituent documents of the Surviving Company shall be as follows:

a. The Articles of Organization of the Surviving Company, as in effect immediately prior to the Effective Time, shall remain the Articles of Organization of the Surviving Company.

b. The Amended and Restated Operating Agreement of the Surviving Company (the "**Operating Agreement**"), as in effect immediately prior to the Effective Time, shall remain the Operating Agreement of the Surviving Company.

4. **Officers and Manager.** At the Effective Time, the manager and officers of the Surviving Company as of the time immediately prior to the Effective Time, shall remain the manager and officers of the Surviving Company and shall continue to hold office until their respective successors are duly elected and qualified, or until their earlier death, resignation, or removal, in accordance with the terms of the Operating Agreement.

5. **Manner and Basis of Converting Membership Interests.** At the Effective Time, the outstanding membership interests of the Merging Company and the Surviving Company shall be converted as follows:

a. All of the membership interests of the Merging Company that are issued and outstanding immediately prior to the Effective Time shall cease to be outstanding and shall automatically be cancelled and retired, and no membership interests of the Surviving Company or other property will be issued in exchange therefor; and

b. All of the membership interests of the Surviving Company that are issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding from and after the Effective Time.

6. **Approval.** The Merger contemplated by this Plan has been adopted and approved by the sole Member of the Merging Company and by the Managing Member of the Surviving Company, by written consent dated September 25, 2017.

7. **Miscellaneous.**

a. **Governing Law.** This Plan shall be construed in accordance with the laws of the State of Florida without regard to any conflicts of law rules thereof.

b. **Counterparts.** This Plan may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument; a signed copy of this Plan delivered by facsimile, by email in portable document format (.pdf), or by other electronic means shall be deemed to be an original in all cases.

c. **Amendments.** This Plan may be amended or terminated to the full extent provided pursuant to applicable law.

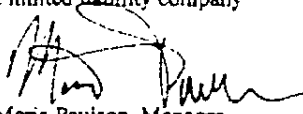
(Signatures on next page.)

IN WITNESS WHEREOF, the parties have executed and delivered this Plan of Merger as of the date and year first above written.

MERGING COMPANY:

SOUTH FLORIDA OCEAN INVESTMENTS. LLC,
a Florida limited liability company

By:


Maria Paulson, Manager

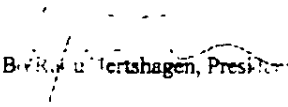
SURVIVING COMPANY:

JEFAST PELICAN GRAND I LLC,
a Florida limited liability company

By:

Jefast Manager, LLC,
a Delaware limited liability company

By:


Boris M. Tertshtagen, President