

L08000166629

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

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

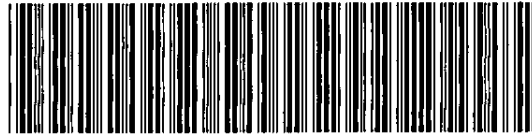
Special Instructions to Filing Officer:

Office Use Only

B. KOHR

OCT 27 2011

EXAMINER



700213097717

10/27/11--01001--006 \*\*80.00

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

11 OCT 26 PM 3:53

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 OCT 26 AM 10:10

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 OCT 26 AM 10:10

GP LAND OF SARASOTA, LLC

\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
☒ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
☒ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: SN

10/26/11 p.m.

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

GP LAND OF SARASOTA, LLC

Signature \_\_\_\_\_

Requested by: SN

10/26/11 p.m.

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 OCT 26 AM 10:10

\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ ✓ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ ✓ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 OCT 26 AM 10:10

**CERTIFICATE OF MERGER OF GP LAND OF SARASOTA, LLC,**  
**a Florida Limited Liability Company**

PURSUANT TO the provision of Section 608.4382 of the Florida Statutes, the undersigned limited liability companies certify that they have duly adopted the attached Plan of Merger for the purpose of merging.

- L08000111213
1. The names of the limited liability companies which are parties to the merger are GP LAND OF SARASOTA, LLC, a Florida Limited Liability Company, and P & R LAND DEVELOPMENT, LLC, a Florida Limited Liability Company. GP LAND OF SARASOTA, LLC is the surviving entity.
  2. The Plan of Merger was approved by each limited liability company that is a party to the merger in accordance with the applicable provision of Chapter 608, Florida Statutes.
  3. The effective date of the merger is the date of filing of the Certificate of Merger.
  4. All members of the limited liability companies merging under the Plan of Merger have waived in writing, entitlement to appraisal rights and right to payment of the fair value of the member's membership interest pursuant to Section 608.4352, Florida Statutes.

DATED this 18 day of October, 2011.

**GP LAND OF SARASOTA, LLC, a Florida  
Limited Liability Company**

By: 

Its: **Piero Rivolta, Manager**

By: 

Its: **Renzo Rivolta, Manager**

[Corporate Seal]

State of **FLORIDA**  
County of **SARASOTA**

The foregoing instrument was sworn to and subscribed before me this 18 day of **October, 2011** by **Piero Rivolta and Renzo Rivolta, as Managers of GP LAND OF SARASOTA, a Florida Limited Liability Company**, on behalf of said company. They ☒ are personally known to me or ☐ have produced a Florida Driver's License as identification.

[Notary Seal]



Vanessa Houston  
Notary Public, State of Florida

Printed Name: Vanessa Houston

My Commission Expires: 08/08/2015

**P & R LAND DEVELOPMENT, LLC, a Florida  
Limited Liability Company**

By: [Signature]  
Its: **Piero Rivolta, Manager**

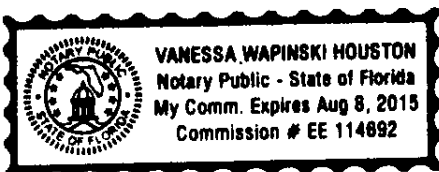
By: [Signature]  
Its: **Renzo Rivolta, Manager**

[Corporate Seal]

State of **FLORIDA**  
County of **SARASOTA**

The foregoing instrument was sworn to and subscribed before me this 18 day of **October, 2011** by **Piero Rivolta and Renzo Rivolta, as Managers of P & R LAND DEVELOPMENT, a Florida Limited Liability Company**, on behalf of said company. They ☒ are personally known to me or ☐ have produced a Florida Driver's License as identification.

[Notary Seal]



Vanessa Houston  
Notary Public, State of Florida

Printed Name: Vanessa Houston

My Commission Expires: 08/08/2015

## **PLAN OF MERGER**

**PLAN OF MERGER** dated October 18, 2011 between **GP LAND OF SARASOTA, LLC**, a Florida Limited Liability Company, referred to as the surviving company, and **P & R LAND DEVELOPMENT, LLC**, a Florida Limited Liability Company, referred to as the absorbed company.

### **STIPULATIONS**

A. Surviving company is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 32 S. Osprey Avenue, Suite 102, Sarasota, Florida 34236.

B. Surviving company's membership interests are owned as follows:

<b>PIERO RIVOLTA</b>	-	<b>60%</b>
<b>RENZO RIVOLTA</b>	-	<b>40%</b>

C. Absorbed company is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 32 S. Osprey Avenue, Suite 102, Sarasota, Florida 34236.

D. Absorbed company's membership interests are owned as follows:

<b>PIERO RIVOLTA</b>	-	<b>60%</b>
<b>RENZO RIVOLTA</b>	-	<b>40%</b>

E. The managers and members of the constituent companies deem it desirable and in the best interests of the companies and their members that P & R LAND DEVELOPMENT, LLC, a Florida Limited Liability Company, pursuant to the provisions of Section 608.438, Florida Statutes, in order that the transaction qualify as a "reorganization" within the meaning of Section 368 (a) (1) (A) of the Internal Revenue Code of 1986, as amended.

**IN CONSIDERATION** of the mutual covenants, and subject to the terms and conditions set forth below, the constituent company's agree as follows:

**SECTION ONE. Merger.** Absorbed company shall merge with and into GP LAND OF SARASOTA, LLC, a Florida Limited Liability Company, which shall be the surviving company.

**SECTION TWO. Terms and Conditions.** On the effective date of the merger, the separate existence of the absorbed company shall cease, and the surviving company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed company. Such succession shall occur without the necessity for any separate transfer. The surviving company shall then be responsible and liable for all liabilities and obligations of the absorbed company. Neither the rights of creditors nor any liens on the property of the absorbed company shall be impaired by the merger.

**SECTION THREE. Conversion of Membership Interest.** After the effective date of the merger, each holder of certificates of membership interest in the absorbed company shall surrender them to the surviving company or its duly appointed agent, in the manner that the surviving company shall legally require. Inasmuch as the membership interest of the members of the absorbed company and the surviving company are identical, no new certificates in the surviving company will be issued.

**SECTION FOUR. Changes in Articles of Organization.** The Articles of Organization of the surviving company shall continue to be its Articles of Organization following the effective date of the merger.

**SECTION FIVE. Changes in Operating Agreement.** The Operating agreement of the surviving company shall continue to be its Operating Agreement following the effective date of the merger.

**SECTION SIX. Managers.** The managers of the surviving company shall continue as the managers for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

**SECTION SEVEN. Prohibited Transactions.** Neither of the constituent companies shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the companies may take all action necessary or appropriate to consummate this merger.

**SECTION EIGHT. Approval by Members.** This plan of merger shall be submitted for the approval of the members of the constituent companies in the manner provided by the applicable laws of the State of Florida at meetings to be held as directed by the managers and members of each company.

**SECTION NINE. Effective Date of Merger.** The effective date of this merger shall be the date when Articles of Merger are filed with the Florida Department of State.

**SECTION TEN. Abandonment of Merger.** This plan of merger may be abandoned by action of the board of managers of either of the constituent company at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the members of either the surviving or the absorbed company on or before **October 31, 2011**; or

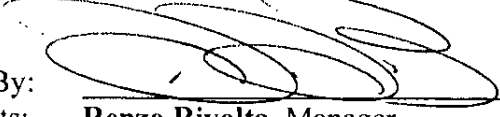
(b) If, in the judgment of the managers of either the surviving or the absorbed company, the merger would be impracticable because of the number of dissenting members asserting appraisal rights under the laws of the State of Florida.

**SECTION ELEVEN. Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

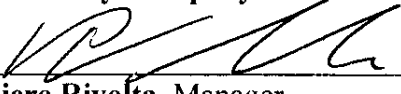
Executed this 18 day of October, 2011 on behalf of the parties by their respective managers.

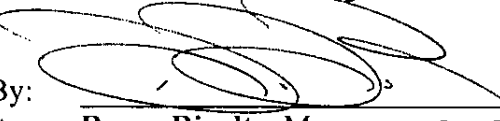
**GP LAND OF SARASOTA, LLC, a Florida  
Limited Liability Company**

By:   
Its: **Piero Rivolta, Manager**

By:   
Its: **Renzo Rivolta, Manager**

**P & R LAND DEVELOPMENT, LLC, a Florida  
Limited Liability Company**

By:   
Its: **Piero Rivolta, Manager**

By:   
Its: **Renzo Rivolta, Manager**