

L09000030761

(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



900143888559

04/15/09--01003--014 \*\*100.00

05/05/09--01013--003 \*\*120.00

FILED

09 APR 15 AM 8:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. BRYAN

MAY -5 2009

EXAMINER

**JOSEPH A. TROIANO, ESQ., PA**

**A PROFESSIONAL ASSOCIATION**

JOSEPH A. TROIANO, ESQ.  
239.823.5222 CELL  
JTROIANO@JOSEPHTROIANOPA.COM

12800 UNIVERSITY DRIVE, SUITE 380  
FORT MYERS, FLORIDA 33907  
239.482.3998 TELEPHONE  
239.468.2886 FAX  
[WWW.JOSEPHTROIANOPA.COM](http://WWW.JOSEPHTROIANOPA.COM)

April 13, 2009

**PRIVATE AND CONFIDENTIAL**

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

**RE: FAIR WINDS VENTURES I, LLC**

Dear Sir or Madam:

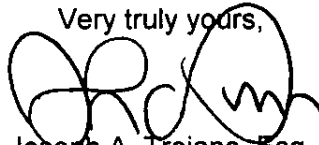
Enclosed for filing please find a Certificate of Merger and Plan of Merger for Fair Winds Ventures I, LLC, a Florida limited liability company.

Also enclosed is our check in the amount of \$50.00 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

**FILED**  
09 APR 15 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** FAIR WINDS VENTURES 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., P. A.

(Firm/Company)

12800 UNIVERSITY DRIVE SUITE 380

(Address)

FORT MYERS, FL 33907

(City, State and Zip Code)

**FILED**  
09 APR 15 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

JOSEPH A. TROIANO

(Name of Contact Person)

at ( 239 ) 482-3998

(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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 17, 2009

JOSEPH A. TROIANO, ESQ.  
JOSEPH A. TROIANO, ESQ., P.A.  
12800 UNIVERSITY DRIVE, SUITE 380  
FORT MYERS, FL 33907

SUBJECT: FAIR WINDS VENTURES I, LLC  
Ref. Number: L09000030761

FILED  
09 APR 15 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for FAIR WINDS VENTURES I, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a balance due of \$60.00.

The plan of merger must contain the manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property.

The plan of merger must contain the manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan  
Regulatory Specialist II

Letter Number: 609A00012938

# JOSEPH A. TROIANO, ESQ., PA

## A PROFESSIONAL ASSOCIATION

JOSEPH A. TROIANO, ESQ.  
239.823.5222 CELL  
JTROIANO@JOSEPHTROIANOPA.COM

12800 UNIVERSITY DRIVE, SUITE 380  
FORT MYERS, FLORIDA 33907  
239.482.3998 TELEPHONE  
239.466.2866 FAX  
[WWW.JOSEPHTROIANOPA.COM](http://WWW.JOSEPHTROIANOPA.COM)

April 13, 2009

### PRIVATE AND CONFIDENTIAL

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

FILED  
09 APR 15 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: FAIR WINDS MANAGEMENT, LLC AND FAIR WINDS VENTURES I, LLC

Dear Sir or Madam:

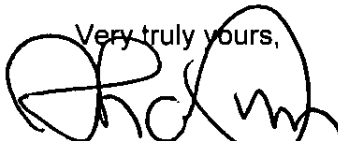
Enclosed for filing please find revised Certificates of Merger and Plans of Merger for Fair Winds Management, LLC, a Florida limited liability company, and Fair Winds Ventures I, LLC, a Florida limited liability company.

Also enclosed is our check in the amount of \$120.00 for the required additional filing fees and certified copy.

Please return the approved Certificates and Certified Copies 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

MASTERS OF TAXATION

\*Licensed to Practice in Florida and Maine

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

**FILED**  
09 APR 15 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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>
FAIR WINDS 2106 VENTURES, LLC	ALASKA	LLC
FAIR WINDS 622 VENTURES, LLC	ALASKA	LLC

**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>
FAIR WINDS VENTURES I, LLC	FLORIDA	LLC
#L09000030761		

**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.

**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:

May 1, 2009

**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:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

FILED  
09 APR 15 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:

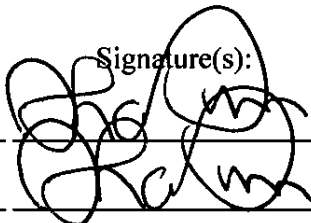
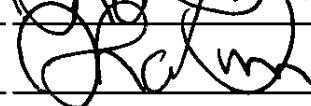
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

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:
FAIR WINDS 2160 VENTURES, LLC		JOSEPH A. TROIANO, MGR
FAIR WINDS 622 VENTURES, LLC		JOSEPH A. TROIANO, MGR
_____	_____	_____
_____	_____	_____

FILED  
 09 APR 15 AM 8:56  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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

**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

**Certified Copy (optional):** \$30.00



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>
FAIR WINDS 2160 VENTURES, LLC	ALASKA	LLC
FAIR WINDS 622 VENTURES, LLC	ALASKA	LLC

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
FAIR WINDS VENTURES I, LLC	FLORIDA	LLC

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

EFFECTIVE AS OF THE DATE OF THE MERGER, THE MERGING ENTITIES WILL BE MERGED INTO FAIR WINDS VENTURES I, LLC WITH THE LATER BEING THE SURVIVING ENTITY AND WITH ITS ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT BEING THE DOCUMENTS APPLICABLE TO THE SURVIVING ENTITY.

*(Attach additional sheet if necessary)*

09 APR 15 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**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:

Membership Units will be converted on a 1 to 1 basis

FILED  
09 APR 15 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*(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 will be converted on a 1 to 1 basis

*(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)*

09 APR 15 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED