

LD9000030790

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

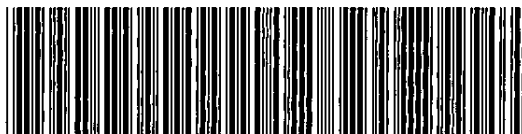
Certificates of Status _____

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EFFECTIVE DATE

5/1/09



100149852371

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

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

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09 APR 15 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

MAY 05 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FAIR WINDS MANAGEMENT, 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)

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

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TALLAHASSEE, FLORIDA



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 MANAGEMENT, LLC
Ref. Number: L09000030790

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TALLAHASSEE, FLORIDA

We have received your document for FAIR WINDS MANAGEMENT, LLC and your check(s) totaling \$100.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	25.00
For each Corporation:	35.00
For each General Partnership:	25.00
All Others:	25.00

There is a balance due of \$60.00.

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) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 009A00012937

JOSEPH A. TROIANO, ESQ., PA

A PROFESSIONAL ASSOCIATION

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

12800 UNIVERSITY DRIVE, SUITE 380
FORT MYERS, FLORIDA 33907
239.482.3998 TELEPHONE
239.466.2866 FAX
WWW.JOSEPH TROIANO.PA.COM

April 13, 2009

PRIVATE AND CONFIDENTIAL

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

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

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TALLAHASSEE, FLORIDA

JAT/bsb
Enclosures

MASTERS OF TAXATION

***Licensed to Practice in Florida and Maine**

**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>
FAIR WINDS MANAGEMENT, LLC	ALASKA	LLC
FAIR WINDS 5005 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 MANAGEMENT, LLC	FLORIDA	LLC 109000030790

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.

EFFECTIVE DATE 5/1/09

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TALLAHASSEE, FLORIDA

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:

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: _____

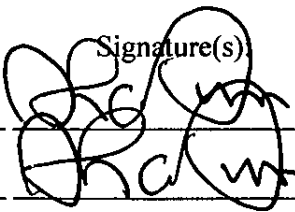
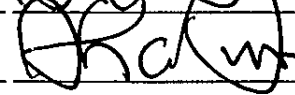
Mailing address: _____

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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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:
FAIR WINDS MANAGEMENT, LLC		JOSEPH A. TROIANO, MGR
FAIR WINDS 5005 VENTURES, LLC		JOSEPH A. TROIANO, MGR

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

<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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TALLAHASSEE, FLORIDA

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 MANAGEMENT, LLC	ALASKA	LLC
FAIR WINDS 5005 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 MANAGEMENT, 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 MANAGEMENT, 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)

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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:

Membership Units will be converted on a 1 to 1 basis

(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)

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TALLAHASSEE, FLORIDA

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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:

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED