

L09000031788

(Requestor's Name)

(Address)

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(Business Entity Name)

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05/01/09--01057--021 **60.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W09-18444
APR 20 2009

J. BRYAN

MAY -5 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

April 15, 2009

PRIVATE AND CONFIDENTIAL

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

RE: GOLDEN DREAMS MANAGEMENT, LLC

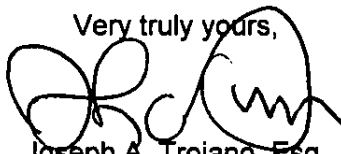
Dear Sir or Madam:

Enclosed for filing please find a Certificate of Merger and Plan of Merger for Golden Dreams Management, LLC, a Florida limited liability company.

Also enclosed is our check in the amount of \$150.00 for the required filing fees.

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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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 20, 2009

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

SUBJECT: GOLDEN DREAMS MANAGEMENT, LLC
Ref. Number: W09000018444

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TALLAHASSEE, FLORIDA

We have received your document for GOLDEN DREAMS MANAGEMENT, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a balance due of \$25.00.

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: 809A00013204

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

April 13, 2009

PRIVATE AND CONFIDENTIAL

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

RE: GOLDEN DREAMS MANAGEMENT, LLC

Dear Sir or Madam:

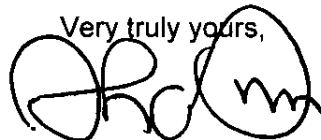
Enclosed for filing please find a revised Certificate of Merger and Plan of Merger for Golden Dreams, LLC, a Florida limited liability company.

Also enclosed is our check in the amount of \$60.00 for the required additional filing fee 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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TALLAHASSEE, FLORIDA

MASTERS OF TAXATION

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

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

FILED
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STATE
SECRETARY OF FLORIDA
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>
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>
Golden Dreams Management, LLC	Florida	LLC
#L09000031788		

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:

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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:
SEE ATTACHED STATEMENT		
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator)</i>
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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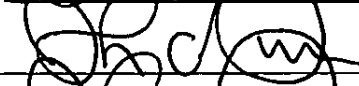
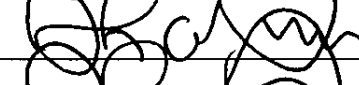
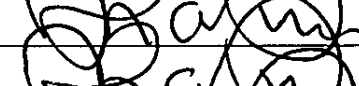
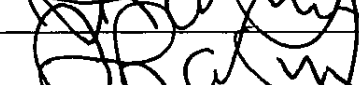
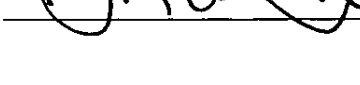
CERTIFICATE OF MERGER

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>
Golden Dream Ventures 107	Alaska	LLC
Golden Dream Ventures 219	Alaska	LLC
Golden Dream Ventures 2448	Alaska	LLC
Golden Dream Ventures 4270	Alaska	LLC
Golden Dream Management	Alaska	LLC
Over The Hill Ventures	Alaska	LLC

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TALLAHASSEE, FLORIDA

NINTH: Signature(s) for Each Party:

<u>Name of Entity/Organization:</u>	<u>Signature(s):</u>	<u>Typed or Printed Name of Individual:</u>
<u>Golden Dream Ventures 107, LLC</u>		<u>Joseph A. Troiano, Manager</u>
<u>Golden Dream Ventures 219, LLC</u>		<u>Joseph A. Troiano, Manager</u>
<u>Golden Dream Ventures 2448, LLC</u>		<u>Joseph A. Troiano, Manager</u>
<u>Golden Dream Ventures 4270, LLC</u>		<u>Joseph A. Troiano, Manager</u>
<u>Golden Dream Management, LLC</u>		<u>Joseph A. Troiano, Manager</u>
<u>Over The Hill Ventures, LLC</u>		<u>Joseph A. Troiano, Manager</u>

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>
-------------	---------------------	-------------------------

_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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TALLAHASSEE, FLORIDA

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>
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GOLDEN DREAMS MANAGEMENT	FLORIDA	LLC
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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 GOLDEN DREAMS
MANAGEMENT, 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)

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
RIGHTS TO ACQUIRE INTERESTS AND MEMBERSHIP UNITS
IN THE SURVIVING ENTITY.

(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

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

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>
Golden Dream Ventures 107	Alaska	LLC
Golden Dream Ventures 219	Alaska	LLC
Golden Dream Ventures 2448	Alaska	LLC
Golden Dream Ventures 4270	Alaska	LLC
Golden Dream Management	Alaska	LLC
Over The Hill Ventures	Alaska	LLC

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**