

LO9000052789

(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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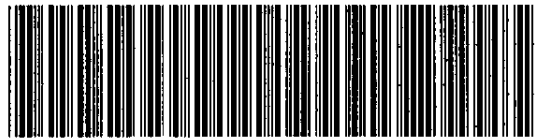
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JUN - 3 2010

EXAMINER

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10 JUN - 2 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COLEMAN, YOVANOVICH & KOESTER, P.A.
ATTORNEYS AT LAW

J. Dudley Goodlette
Kevin G. Coleman
Richard D. Yovanovich
Edmond E. Koester
William M. Burke
Gregory L. Urbancic
Matthew L. Grabinski

NORTHERN TRUST BANK BUILDING
4001 Tamiami Trail North
Suite 300
Naples, FL 34103
239-435-3535
239-435-1218 Facsimile

Linda C. Brinkman
Craig D. Grider
Matthew M. Jackson
Alex R. Figares
Jeffrey J. Beihoff
Todd M. Rich

Of Counsel:

Kenneth R. Johnson

Writer's E-mail:
wburke@gcjlaw.com

May 14, 2010

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

Re: Patton Avenue Holdings, L.L.C.

Dear Florida Department of State:

Enclosed please find the original Certificate of Merger. Please file the Certificate of Merger, file stamp the enclosed copy and return a certified copy to my attention in the envelope provided. A check in the amount of \$80 payable to the Florida Department of State is also enclosed.

If you have any questions, please do not hesitate to call me.

Sincerely,

Coleman, Yovanovich & Koester, P.A.



William M. Burke

WMB/eg
Enclosure
cc: Peter Gignac



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 19, 2010

WILLIAM M. BURKE
NORTHERN TRUST BANK BLDG.
4001 TAMIAMI TRAIL NORTH, STE. 300
NAPLES, FL 34103

SUBJECT: PATTON AVENUE HOLDINGS, L.L.C.
Ref. Number: L09000052789

We have received your document for PATTON AVENUE HOLDINGS, L.L.C. and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must be attached/included.

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) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 710A00012694

COPY

**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>
Patton Avenue Holdings, LLC	North Carolina	LLC
Patton Avenue Holdings, LLC	Florida	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>
Patton Avenue Holdings, LLC	Florida	LLC

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.

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10 JUN -2 PM 3:06
SECRETARY OF STATE
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:

July 1, 2010

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:

Not applicable - surviving LLC is a Florida LLC.

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:

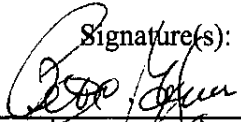
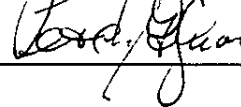
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: Not applicable

Mailing address: Not applicable

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:
Patton Avenue Holdings, LLC		Peter Gignac, Manager
Patton Avenue Holdings, LLC		Peter Gignac, Manager
_____	_____	_____
_____	_____	_____

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

COPY

**AGREEMENT AND
PLAN OF MERGER**

of

PATTON AVENUE HOLDINGS, LLC

a North Carolina Limited Liability Company

into

PATTON AVENUE HOLDINGS, LLC

a Florida Limited Liability Company

Effective as of July 1, 2010

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is made effective as of July 1, 2010 ("Agreement"), between PATTON AVENUE HOLDINGS, LLC, a North Carolina limited liability company ("Patton NC" or "Disappearing LLC") and PATTON AVENUE HOLDINGS, LLC, a Florida limited liability company ("Patton FLA" or "Surviving LLC").

Recitals

- A. The members of and their respective membership interests in Patton NC and Patton FLA are identical.
- B. The individual members of Patton NC and Patton FLA have changed their residence from North Carolina to Florida.
- C. Patton NC has completed an exchange of real property by which it sold real property located in North Carolina and acquired real property located in Florida.
- D. The members and managers of both Patton NC and Patton FLA have unanimously determined it would be in the best interests of both entities to merge Patton NC into Patton FLA.

NOW, THEREFORE, in consideration of the above Recitals and the mutual promises contained in this Agreement, the parties agree as follows:

ARTICLE ONE THE MERGER

1.01 The Merger. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with North Carolina and Florida Law, at the Effective Time, Disappearing LLC shall be merged with and into Surviving LLC, with Patton FLA being the surviving entity in the Merger. Upon consummation of the Merger, the separate corporate existence of Patton NC shall cease, and the Surviving LLC shall continue to exist as a Florida limited liability company.

1.02 Effective Time. As soon as practicable after the execution of this Agreement, the managers of both companies shall cause the merger to be consummated by filing a certificate of merger with the North Carolina Secretary of State and a certificate of merger with the Florida Department of State (the "Certificates of Merger"). The merger shall become effective upon the later of the filing of the Certificates of Merger or July 1, 2010 ("Effective Time").

ARTICLE TWO
TERMS AND CONDITIONS; CONVERSION OF MEMBERSHIP INTERESTS

2.01 Terms and Conditions; Conversion. Upon the effective date, the membership interests in the Disappearing LLC shall convert to membership interests in the Surviving LLC on a 1:1 basis, which shall result in membership interests in the Surviving LLC as follows:

<u>Name of Member</u>	<u>Percentage Interest</u>
Peter C. Gignac	1%
Brenda Gignac	99%

2.02 Manager. The Surviving LLC shall be a manager-managed limited liability company. The Manager shall be Peter C. Gignac.

ARTICLE THREE
MISCELLANEOUS

3.01 Entire Agreement. This Agreement constitutes the entire understanding between the parties, and all prior or contemporaneous agreements, understandings, representations and statements, oral or written, are merged into this Agreement.

3.02 Title to Company Property. All company property currently titled in the name of the Disappearing LLC shall, by operation of law, become the property of the Surviving LLC.

3.03 Binding Effect. This Agreement shall inure to the benefit of and shall be binding upon the parties and their respective legal representatives, transferees, heirs, successors and assigns, subject to the limitations in this Agreement.

IN WITNESS WHEREOF, the undersigned parties have set their hands and seals as of the Effective Date.

PATTON AVENUE HOLDINGS, LLC, a North Carolina limited liability company

By: _____

Peter C. Gignac, Manager

PATTON AVENUE HOLDINGS, LLC, a Florida limited liability company

By: _____

Peter C. Gignac, Manager