

L09000072840

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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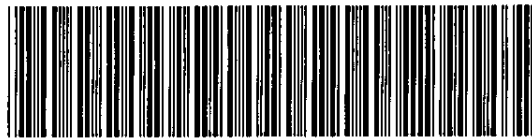
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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11 AUG 31 PM 1:44

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

11 AUG 31 PM 3:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. HAMPTON

AUG 31 2011

EXAMINER



CORPORATION SERVICE COMPANY'

ACCOUNT NO. : I20000000195

REFERENCE : 897487 7576589

AUTHORIZATION :

Spud Coleman

COST LIMIT : \$ 50.00

ORDER DATE : August 31, 2011

ORDER TIME : 12:25 PM

ORDER NO. : 897487-005

CUSTOMER NO: 7576589

ARTICLES OF MERGER

BG LAND ACQUISITIONS, LLC

INTO

703 BRINY, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Milnes

EXAMINER'S INITIALS: _____

CERTIFICATE OF MERGER
OF
BG LAND ACQUISITIONS, LLC
AND
703 BRINY, LLC

The following Certificate of Merger is being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.2108, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. BG Land Acquisitions, LLC 101 SE 6th Avenue, Suite C Delray Beach, Florida 33483 Florida Document/Registration Number: L04000062429	Florida FEI Number: 20-1529297	Limited Liability Company
2. 703 Briny, LLC 101 SE 6th Avenue, Suite C Delray Beach, Florida 33483 Florida Document/Registration Number: L09000072840	Florida FEI Number: 27-5079194	Limited Liability Company

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
703 Briny, LLC 101 SE 6th Avenue, Suite C Delray Beach, Florida 33483 Florida Document/Registration Number: L09000072840	Florida FEI Number: 27-5079194	Limited Liability Company

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THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.2106, Florida Statutes, and was approved by each, limited liability company that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If the surviving entity is another business entity formed, organized, or incorporated under the laws of any state, country, or jurisdiction other than the state of Florida, and is not authorized to transact business in this state, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.2114, and/or 608.4352, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of the date the Certificate of Merger is filed with the Florida Department of State.

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TENTH: The Certificate of Merger complies and was executed in accordance with the laws of each party's applicable jurisdiction.

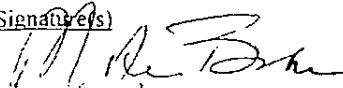
ELEVENTH: SIGNATURES FOR EACH PARTY:

Name of Entity

Signature(s)

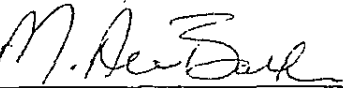
Typed or Printed Name of Individual

BG Land Acquisitions,
LLC


Dated: 8/24/11

M. Adam Bankier, Manager

703 Briny, LLC


Dated: 8/24/11

M. Adam Bankier, Manager

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.2107, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.2108, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
BG Land Acquisitions, LLC	Florida
703 Briny, LLC	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
703 Briny, LLC	Florida

THIRD: The terms and conditions of the merger are as follows: 703 Briny, LLC will be the surviving entity. The Merger is for full and adequate consideration.

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 other securities of the survivor, in whole or in part, into cash or other property are as follows: The Merged Party Membership Interests shall cease to exist.

B. 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 are as follows: N/A

FIFTH All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows: N/A

SIXTH: Other provisions, if any, relating to the merger: N/A

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