

L090000123139

(Requestor's Name)

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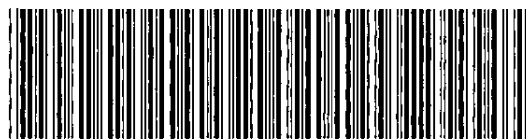
(Business Entity Name)

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RECEIVED
10 JAN 12 AM 9:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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10 JAN 12 AM 11:17
SECRETARY OF STATE
DIVISION OF CORPORATIONS

B. KOHR

JAN 12 2010

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

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SECRETARY OF CORPORATIONS
10 JAN 12 AM 11:17

CONTACT: KATIE WONSCH

DATE: 01/12/2010

REF. #: 000153.117639

CORP. NAME: CBFLA LLC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 533282 **FOR \$** 140.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|---|---|---|
| <input checked="" type="checkbox"/> 3 CERTIFIED COPIES | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JAN 12 AM 11:17

CERTIFICATE OF MERGER

The following Certificate of Merger is being submitted in accordance with Section 608.4382 of the Florida Limited Liability Company Act and Section 450.4703 of the Michigan Limited Liability Company Act.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
CBSWF Real Estate Holdings, LLC 1520 Royal Palm Square Blvd., Ste. 100 Fort Myers, Florida 33919	Michigan	Limited Liability Company

Michigan ID Number: E12040

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
CBFLA LLC 1520 Royal Palm Square Blvd., Ste. 100 Fort Myers, Florida 33919	Florida	Limited Liability Company

Florida Document Number: L09000123139

THIRD: The Plan of Merger attached hereto as Exhibit "A" meets the requirements of Section 608.438 of the Florida Limited Liability Company Act and Section 450.4701 of the Michigan Limited Liability Company Act, and was approved by CBSWF Real Estate Holdings, LLC, a Michigan limited liability company and by CBFLA LLC, a Florida limited liability company, constituting each limited liability company that is a party to the merger, and by Central Bank, a Minnesota banking corporation ("Central Bank"), the sole Member of each such limited liability company, all in accordance with Chapter 608.4381 of the Florida Limited Liability Company Act and Section 450.4702 of the Michigan Limited Liability Company Act. A true copy of the Plan of Merger is on file at the principal office of CBFLA LLC and has been furnished to Central Bank, the sole Member of CBSWF Real Estate Holdings, LLC and CBFLA LLC.

FOURTH: CBFLA LLC, as the surviving entity, has obtained the written consent and approval to the Plan of Merger by Central Bank, the sole member of each party to the merger, pursuant to Section 608.4381, Florida Limited Liability Company Act and Section 450.4702 of the Michigan Limited Liability Company Act.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the operating agreement or articles of organization of either of the limited liability companies that are parties to the merger.

SIXTH: No change is to be made in the Articles of Organization of CBFLA, the surviving entity in the merger.

SEVENTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State and the State of Michigan.

EIGHTH: The Articles of Merger comply with and were executed in accordance with the laws of the State of Florida and the State of Michigan.

NINTH: At the time of the Merger, the address of the survivor, CBFLA LLC, is: CBFLA LLC, 1520 Royal Palm Square Blvd., Ste. 100, Fort Myers, Florida 33919.

TENTH: CBFLA LLC, as the surviving party to the merger hereby appoints the Michigan Secretary of State as its agent on whom process within the State of Michigan in any action, suit, or proceeding for the enforcement of any obligation of each party to the merger may be served. A copy of any process served on the Michigan Secretary of State shall be mailed to CBFLA LLC, 1520 Royal Palm Square Blvd., Ste. 100, Fort Myers, Florida 33919.

ELEVENTH: SIGNATURE(S) OF EACH PARTY:

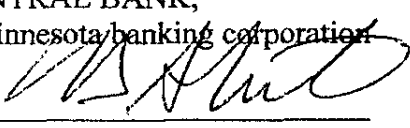
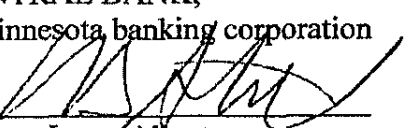
<u>Name of Entity</u>	<u>Signature of Sole Member</u>	<u>Printed Name of Member</u>
CBSWF REAL ESTATE HOLDINGS, LLC	CENTRAL BANK, a Minnesota banking corporation By:  Name: Larry Albert Title: President	CENTRAL BANK, a Minnesota banking corporation
CBFLA LLC	CENTRAL BANK, a Minnesota banking corporation By:  Name: Larry Albert Title: President	CENTRAL BANK, a Minnesota banking corporation

EXHIBIT "A"

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 608.438 and 608.4381, Florida Limited Liability Company Act, and Section 450.4701 and 450.4702, Michigan Limited Liability Company Act, is being submitted in accordance with the Laws of Florida and Michigan.

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

<u>Name</u>	<u>Jurisdiction</u>
CBSWF Real Estate Holdings, LLC	Michigan

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

<u>Name</u>	<u>Jurisdiction</u>
CBFLA LLC	Florida

THIRD: The terms and conditions of the merger are as follows: Since Central Bank, a Minnesota banking corporation ("Central Bank"), owns all of the membership interests in CBSWF Real Estate Holdings, LLC, and all of the membership interests of CBFLA LLC, Central Bank has elected not to receive any additional membership interests in CBFLA, LLC, the surviving entity, as a result of the merger.

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 membership interests in CBSWF Real Estate Holdings, LLC shall be cancelled since Central Bank as the sole member of both parties to the merger has elected not to receive any additional membership interests as a result of the merger. The membership interests of CBFLA LLC as the surviving entity shall remain unchanged and shall continue to be solely owned by Central Bank.

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: Neither merging party has any outstanding rights to acquire interests, obligations or other securities and therefore no conversion procedures are required.

FIFTH: The names and addresses of the sole member and sole manager of CBFLA LLC, the surviving limited liability company in the merger, is as follows:

Names and Addresses

Title

Central Bank
2270 Frontage Road West
Stillwater, Minnesota 55082

Sole Member

John G. Tamblyn
1520 Royal Palm Square Blvd., Ste. 100
Fort Myers, Florida 33919

Sole Manager

SIXTH: No change shall be made in the Articles of Organization of CBFLA, the surviving entity in the merger.

SEVENTH: All additional statements that are required by the Michigan Limited Liability Company Act under which CBSWF Real Estate Holdings, LLC is organized, or incorporated are as follows: CBFLA LLC, as the surviving party to the merger hereby appoints the Michigan Secretary of State as its agent on whom process within the state of Michigan in any action, suit, or proceeding for the enforcement of any obligation of each party to the merger may be served. A copy of any process served on the Michigan Secretary of State shall be mailed to CBFLA LLC, 1520 Royal Palm Square Blvd, Ste. 100, Fort Myers, Florida 33919.

EIGHTH: Other provisions, if any, relating to the merger: There are no other provisions relating to the merger.