

L10000000991

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

L03-37171

(Document Number)

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**EXAMINER**

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 3, 2011

ROLAND SANCHEZ-MEDINA JR.  
2333 PONCE DE LEON BLVD. SUITE 302  
CORAL GABLES, FL 33134

SUBJECT: ADRIAN DEVELOPERS OF DE LA FUENTE PARCEL, LLC  
Ref. Number: L10000000991

We have received your document for ADRIAN DEVELOPERS OF DE LA FUENTE PARCEL, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Chapter 608, Florida Statutes, does not allow limited liability companies to issue shares or stock. Consequently, limited liability company documents cannot contain any references/terms which may implicate otherwise. Please delete any references to terms such as "shares," "stock," "stockholders," "shareholders" or the like from your document.

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) 245-6094.

Agnes Lunt  
Regulatory Specialist II

Letter Number: 611A00000040

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Adrian Developers Of De La Fuente Parcel, 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:

Roland Sanchez-Medina Jr.

Contact Person

SMGQLCG&M, LLP

Firm/Company

2333 Ponce De Leon Blvd., Suite 302

Address

Coral Gables, Florida 33134

City, State and Zip Code

roland@smgqlaw.com

E-mail address: (to be used for future annual report notification)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Roland Sanchez-Medina Jr. at ( 305 ) 448-4344

Name of Contact Person

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

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

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CLERK OF THE  
COURT  
HALLANDALE BEACH, 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>
Bahia Honda Real Estate Investments VIII, 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>
ADRIAN DEVELOPERS OF DE LA FUENTE PARCEL, 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.

**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:

**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: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

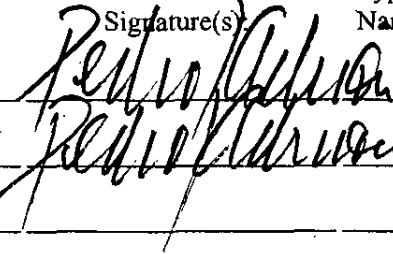
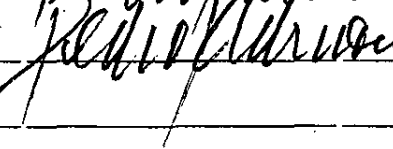
Mailing address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

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OFFICE OF THE  
CLERK OF THE  
FLORIDA DEPARTMENT OF STATE

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:
Bahia Honda Real Estate Investments VIII, Corp.		Pedro J. Adrian, President
Adrian Developers Of De La Fuente Parcel, LLC		Pedro J. Adrian

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

<b><u>Fees:</u></b>	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

<b><u>Certified Copy (optional):</u></b>	\$30.00
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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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BAHIA HONDA REAL ESTATE INVESTMENTS VII, 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>
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ADRIAN DEVELOPERS OF DE LA FUENTE PARCEL, LLC	FLORIDA	LLC
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**THIRD:** The terms and conditions of the merger are as follows:

ONE (1) UNIT OF MEMBERSHIP INTEREST OF BAHIA HONDA REAL ESTATE INVESTMENTS VIII, LLC  
WILL BE CONVERTED INTO ONE (1) UNIT OF MEMBERSHIP INTEREST OF  
ADRIAN DEVELOPERS OF DE LA FUENTE PARCEL, LLC.

*(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:

ONE (1) UNIT OF MEMBERSHIP INTEREST OF BAHIA HONDA REAL ESTATE INVESTMENTS VIII, LLC

WILL BE CONVERTED INTO ONE (1) UNIT OF MEMBERSHIP INTEREST OF

ADRIAN DEVELOPERS OF DE LA FUENTE PARCEL, LLC.

*(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:

NONE

*(Attach additional sheet if necessary)*

**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

NONE

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*(Attach additional sheet if necessary)*

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

NONE

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*(Attach additional sheet if necessary)*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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