

Division of Corporations

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MERGER WITH  
NAME CHANGE

\*\*Enter the email address for this business entity to be used for annual report mailings. Enter only one email address please.

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MERGER OR SHARE EXCHANGE  
Codina Yellow Bluff, LLC

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EXAMINER

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**ARTICLES OF MERGER  
OF  
CODINA FOXCROFT, LLC  
WITH AND INTO  
CODINA YELLOW BLUFF, LLC**

Pursuant to the provisions of Section 608.4382 et seq. of the Florida Statutes, the undersigned hereby certify that:

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

CODINA FOXCROFT, LLC.  
200 S. Biscayne Boulevard, Suite 4900  
Miami, FL 33131  
Florida Doc No. L10000008681

Florida

Limited Liability Company

CODINA YELLOW BLUFF, LLC  
135 San Lorenzo Avenue, Suite 750  
Coral Gables, FL 33146  
Florida Doc No. L10000008677

Florida

Limited Liability Company

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**SECOND:** The name, street address, jurisdiction and entity type of the surviving entity is:

CODINA YELLOW BLUFF, LLC  
135 San Lorenzo Avenue, Suite 750  
Coral Gables, FL 33146  
Florida Doc No. L10000008677

Florida

Limited Liability Company

**THIRD:** The attached Plan of Merger was approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

**FOURTH:** The survivor's name shall be changed to CODINA BP I HOLDINGS, LLC.

**FIFTH:** The Merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

\* \* \*

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the each of the parties hereto by their respective authorized representatives as of June 1, 2010.

CODINA FOXCROFT, LLC

By: K. Lawrence Gragg  
K. Lawrence Gragg, Authorized  
Representative

CODINA BP I HOLDINGS, LLC.

By: K. Lawrence Gragg  
K. Lawrence Gragg, Authorized  
Representative

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## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of June 1, 2010 (the "Agreement"), by and among CODINA YELLOW BLUFF, LLC, a Florida limited liability company (the "Company" or "Surviving Company"), and CODINA FOXCROFT, LLC, a Florida limited liability company (the "Merging LLC"),

AGREEMENT

WHEREAS, the Company and the Merging LLC deem it in its best interest to merge the Merging LLC with and into the Company (the "Merger");

In consideration of the mutual covenants set forth in this Agreement and Plan of Merger, the parties agree as follows:

1. On the Effective Date (as defined in paragraph 6 below), in accordance with the provisions of this Agreement and Plan of Merger and the provisions of the Florida Limited Liability Company Act, the Merging LLC shall be merged with and into the Company, which shall be the Surviving Company, and the separate existence of the Merging LLC shall cease. The Company, as the Surviving Company, shall possess and retain every interest in all assets and properties of every description and wherever located of the Merging LLC. The rights, privileges, immunities, powers, franchises and authority, public as well as private, of the Merging LLC shall be vested in the Surviving Company without any further action required on the part of either the Merging LLC or the Company. All obligations due to the Merging LLC shall be vested in the Surviving Company without any further action required on the part of either the Merging LLC or the Company. The Surviving Company shall be liable for all of the obligations of the Merging LLC existing as of the Effective Date.
2. On the Effective Date, by virtue of the Merger, the name of the Company shall be changed to Codina BP I, LLC.
3. The Articles of Organization of the Company as in effect on the Effective Date shall remain in effect and be the Articles of Organization of the Surviving Company.
4. The Operating Agreement of the Company as in effect on the Effective Date shall remain in effect and be the Operating Agreement of the Surviving Company.
5. On the Effective Date, by virtue of the Merger and without any further act, all membership interests in the Merging LLC shall be cancelled and the membership interests in the Company shall be owned as follows:

Codina BP Family Holdings, LLC	90%
Jeremika, LLC	10%

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6. The Merger shall become effective on the day that the Articles of Merger has been filed with the Secretary of State of Florida (the "Effective Date").

7. An authorized representative of the Merging LLC and the Surviving Company, respectively, are duly authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the Merger.

8. All company acts, plans, policies, approvals and authorizations of the Company's members and managers and their officers and agents, which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Company and shall be as effective and binding thereon as the same were with respect thereto..

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IN WITNESS WHEREOF, this Agreement and Plan of Merger have been executed on behalf of the each of the parties hereto by their respective authorized representatives as of June 1, 2010.

CODINA YELLOW BLUFF, LLC

By: *K. Lawrence Gragg*  
K. Lawrence Gragg, Authorized  
Representative

CODINA FOXCROFT, LLC.

By: *K. Lawrence Gragg*  
K. Lawrence Gragg, Authorized  
Representative

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