

L10000065847

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(City/State/Zip/Phone #)

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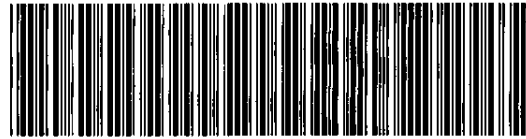
(Business Entity Name)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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T. HAMPTON  
DEC 23 2010  
EXAMINER



December 21, 2010

Florida Department of State  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

SUBJECT: White Leaf Development, LLC (Name of Surviving Party)

The enclosed Certificate of Merger and fees in the amount of \$130.00 are submitted for filing.

Please return all correspondence concerning this matter to:

Carmen Fanego, Esq.  
White Leaf Development, LLC  
2828 Coral Way, Suite 530  
Miami, Florida 33145  
(305) 476-6269  
[cfanego@totalbank.com](mailto:cfanego@totalbank.com)

Please include a certified copy in the enclosed postage paid return envelope.

Very truly yours,

  
Carmen Fanego

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

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies 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>
21-10 Palm Beach Farms, LLC	Florida	Limited Liability Company - L09000114504
3581-3695 NW 163 Street, LLC	Florida	Limited Liability Company. L10000024030
BPEOREO, LLC	Florida	Limited Liability Company - L10000054178

**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>
White Leaf Development, LLC	Florida	Limited Liability Company - L10000065847

**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:** The effective date of the merger is the date this document is filed by the Florida Department of State.

**SIXTH:** Signature for Each Party:

21-10 Palm Beach Farms, LLC  
Jorge Rossell Granados

BPEOREO, LLC  
Jorge Rossell Granados

3581-3695 NW 163 Street, LLC  
Jorge Rossell Granados

White Leaf Development, LLC  
Jacobob Gonzalez-Robatto

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## PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

21-10 Palm Beach Farms, LLC	Florida	Limited Liability Company
3581-3695 NW 163 Street, LLC	Florida	Limited Liability Company
BPEOREO, LLC	Florida	Limited Liability Company

**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>
White Leaf Development, LLC	Florida	Limited Liability Company

**THIRD:** The terms and conditions of the merger are as follows:

(a) The separate limited liability company existence of each of 21-10 Palm Beach Farms, LLC, 3581-3695 NW 163 Street, LLC, and BPEOREO, LLC shall cease, and 21-10 Palm Beach Farms, LLC, 3581-3695 NW 163 Street, LLC, BPEOREO, LLC, and White Leaf Development, LLC shall become and be a single limited liability company, with White Leaf Development, LLC continuing to exist as a limited liability company under the laws of the State of Florida, with all of the rights and obligations of such as surviving entity as are provided by the Florida Limited Liability Company Act.

(b) Each of 21-10 Palm Beach Farms, LLC, 3581-3695 NW 163 Street, LLC, and BPEOREO, LLC shall cease to exist, and its property shall become the property of White Leaf Development, LLC as the Surviving Limited Liability Company.

(c) The Articles of Organization and Operating Agreement (if any) of each of 21-10 Palm Beach Farms, LLC, 3581-3695 NW 163 Street, LLC, BPEOREO, LLC, and White Leaf Development, LLC as in effect immediately prior to the Merger becoming effective, shall be the Articles of Organization and Operating Agreement of White Leaf Development, LLC until amended in the manner provided by law and said documents.

(d) The Managers of the Surviving Limited Liability Company immediately prior to the Merger becoming effective shall continue as the managers of White Leaf Development, LLC for the full unexpired terms of their respective offices or until their respective successors have been duly elected or appointed and qualified.

**FOURTH:**

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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 is as follows:

Each membership interest of 21-10 Palm Beach Farms, LLC, 3581-3695 NW 163 Street, LLC, and BPEOREO, LLC issued and outstanding prior to the Effective Date of the Merger shall be converted without any action on the part of the holder thereof into and be exchanged for one membership interest of the Surviving Corporation.

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 other securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A

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

NONE.

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

NONE.

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