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EXAMINER

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MERGER OR SHARE EXCHANGE  
BS & BL PROPERTIES LLC

Certificate of Status	0
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Document prepared by: Carol Borgum (4563)  
Client/Matter: 095810-0101

**CERTIFICATE OF MERGER**  
**OF**  
**BS & BL PROPERTIES LLC,**  
a Michigan limited liability company  
(the "Constituent Company")  
**AND**  
**BS & BL PROPERTIES LLC,**  
a Florida limited liability company  
(the "Surviving Company")

The following certificate of merger is being submitted in accordance with Section 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>
BS & BL PROPERTIES LLC	Michigan	Limited liability company
Michigan ID Number: B4509L		

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
BS & BL PROPERTIES LLC 503 Noah Lane Key West, Florida 33040	Florida	Limited liability company
Florida Document/Registration Number: L10000120151		

**THIRD:** The attached Plan of Merger (attached hereto as Exhibit A) meets the requirements of Section 608.438, Florida Statutes, and was approved by the Surviving Company in accordance with Chapter 608, Florida Statutes.

**FOURTH:** The attached Plan of Merger was approved by the Constituent Company in accordance with the applicable laws of the State of Michigan, the jurisdiction under which such Constituent Company is organized.

**FIFTH:** The Surviving Company has obtained the written consent of its members to this merger in accordance with Section 608.4381, Florida Statutes.

**SIXTH:** The Constituent Company has obtained the written consent of its members to this merger in accordance with the laws of the State of Michigan, the jurisdiction under which such Constituent Company is organized.

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

**EIGHTH:** The merger shall become effective as of the 15<sup>th</sup> day of December, 2010 (the "Effective Date").

**NINTH:** The Certificate of Merger complies with and was executed in accordance with the laws of the State of Florida.

**CONSTITUENT COMPANY:**

**BS & BL PROPERTIES LLC**, a Michigan  
limited liability company

By: Lisa D. Van Gilder

Lisa D. Van Gilder, Manager

**SURVIVING COMPANY:**

**BS & BL PROPERTIES LLC** a Florida  
limited liability company

By: Lisa D. Van Gilder

Lisa D. Van Gilder, Manager

Nov-24-10 12:48 From:Foley & Lardner

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**EXHIBIT A**  
**PLAN OF MERGER**

Separately attached.

## PLAN OF MERGER

This Plan of Merger (the "Plan") is executed as of the 22<sup>nd</sup> day of November, 2010 (the "Execution Date") and provides for the merger of BS & BL PROPERTIES LLC, a Michigan limited liability company (the "Constituent Company"), with and into BS & BL PROPERTIES LLC, a Florida limited liability company (the "Surviving Company").

### RECITALS:

WHEREAS, the members of the Constituent Company and the Surviving Company have determined that the merger of the Constituent Company with and into the Surviving Company (the "Merger") would be advantageous and beneficial to each of the limited liability companies; and

WHEREAS, The members of the Constituent Company have consented to the Merger upon the terms and conditions and in the manner set forth in this Plan in accordance with the Michigan Limited Liability Company Act, including without limitation Section 702 thereof; and

WHEREAS, the members of the Surviving Company have consented to the Merger upon the terms and conditions and in the manner set forth in this Plan in accordance with the Florida Limited Liability Company Act, including without limitation Florida Statutes Section 608.4381.

NOW, THEREFORE, in consideration of the covenants and agreements of the parties herein contained, the parties hereto agree as follows:

1. Recitals. All of the foregoing recitals are true and correct.
2. Merger. The Constituent Company shall be merged with and into the Surviving Company, the separate existence of the Constituent Company shall cease and the Surviving Company shall be the surviving limited liability company.
3. Effective Date. The Merger shall become effective on the 1st day of December, 2010 at 8:00 a.m. Eastern Standard Time (the "Effective Date").
4. Membership Interests. On the Effective Date, by virtue of the Merger and without further action or deed by or on behalf of the Constituent Company, the Surviving Company or any of the members thereof, all currently issued and outstanding membership units of the Surviving Company immediately prior to the Merger shall remain outstanding; and each of the membership units of the Constituent Company issued and outstanding immediately prior to the Merger shall be canceled and extinguished.
5. Articles of Organization and Operating Agreement of Surviving Company. The Articles of Organization and Operating Agreement of the Surviving Company shall continue to be the Articles of Organization and Operating Agreement of the Surviving Company on and after the Effective Date.
6. Effect of Merger. On the Effective Date, the separate existence of the Constituent Company shall cease, and the Surviving Company shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of the

Constituent Company, without the necessity for any separate transfers and without further act or deed. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of the Constituent Company, and neither the rights of creditors nor any liens on the property of the Constituent Company shall be impaired by the Merger. If at any time after the Effective Date the Surviving Company shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Company, its right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Constituent Company acquired or to be acquired as a result of the Merger, or (b) otherwise to carry out the purposes of this Plan, the Surviving Company and its officers and directors or their designees shall be authorized to execute and deliver, in the name and on behalf of the Constituent Company, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Constituent Company, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Company's right, title or interest in, to or under any of the rights, privileges, powers, franchises, properties or assets of the Constituent Company acquired or to be acquired as a result of the Merger and otherwise to carry out the purposes of this Plan.

7. **Abandonment.** This Plan may be abandoned at any time prior to the Effective Date by the Constituent Company or the Surviving Company, without further member action and, if a Certificate of Merger has been filed with the Department of State of Florida or the Michigan Department of Energy, Labor & Economic Growth Bureau of Commercial Services, by filing a Notice of Abandonment with such Department.

8. **Authority of Members and Manager.** Each member and manager of each of the Constituent Company and Surviving Company shall be authorized, at any time as, in such manager or member's sole discretion, it is appropriate, to execute, acknowledge, verify, deliver, file and record, for and in the name of the Constituent Company and the Surviving Company, any and all documents and instruments including, without limitation, a Certificate of Merger to be filed with each of been filed with the Department of State of Florida and the Michigan Department of Energy, Labor & Economic Growth Bureau of Commercial Services, and may do and perform any and all acts required by applicable law which such member or manager deems necessary or advisable, in order to effectuate the provisions of this Plan.

9. **Counterparts.** This Plan may be executed and accepted in one or more counterparts for the convenience of the parties and their members, each of which will be deemed an original and all of which, taken together, shall constitute one and the same instrument. Delivery of a facsimile of a manually executed counterpart hereof via facsimile transmission or by electronic mail transmission, including but not limited to an Adobe file format document (also known as a PDF file), shall be as effective as delivery of a manually executed counterpart hereof.

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IN WITNESS WHEREOF, this Plan of Merger has been executed by BS & BL PROPERTIES LLC, a Michigan limited liability company, as the Constituent Company and by BS & BL PROPERTIES LLC, a Florida limited liability company, as the Surviving Company, as of the Execution Date first written above.

**CONSTITUENT COMPANY:**

BS & BL PROPERTIES LLC, a Michigan  
limited liability company

By: Lisa D. Van Gilder  
Lisa D. Van Gilder, Manager

**SURVIVING COMPANY:**

BS & BL PROPERTIES LLC, a Florida  
limited liability company

By: Lisa D. Van Gilder  
Lisa D. Van Gilder, Manager

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