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SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 MAR 28 PM 3:08

EFFECTIVE DATE
3-31-13

Merger

APR - 4 2013

T. BROWN

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Aventura Grand Cove, 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 Faith

Contact Person

Aventura Grand Cove, LLC

Firm/Company

2627 NE 203 Street, Suite 202

Address

Aventura, FL 33180

City, State and Zip Code

rolandfaith@fiprealty.com

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

For further information concerning this matter, please call:

Shabbir Songerwala at (305) 962-3006

Name of Contact Person

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

\$80.00 check towards filing fees
for 2 LLC's & certified copy
made payable to Florida Department
of State is enclosed

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 MAR 28 PM 3:08

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

EFFECTIVE DATE
3-31-13

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>
Aventura Grand Cove, LLC	Florida	Limited Liability Company
Grand Jewel, 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>
Aventura Grand Cove, LLC	Florida	Limited Liability Company

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:

11:59pm EST on March 31, 2013

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:

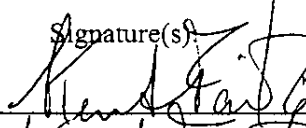
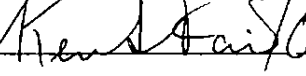
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

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:
Aventura Grand Cove, LLC		Kevin Faith, FIP Realty Services, LLC, Manager
Grand Jewel, LLC		Kevin Faith, FIP Realty Services, LLC, Manager

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

<u>Fees:</u>	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

<u>Certified Copy (optional):</u>	\$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>
Aventura Grand Cove, LLC	Florida	Limited Liability Company
Grand Jewel, 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>
Aventura Grand Cove, LLC	Florida	Limited Liability Company

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

As of the effective date of the merger, Aventura Grand Cove, LLC and Grand Jewel, LLC,

(the "Merging LLC's") shall be merged into Aventura Grand Cove, LLC (the "Surviving LLC").

(Attach additional sheet if necessary)

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:

Both Aventura Grand Cove, LLC and Grand Jewel, LLC (the "Merging LLC's")
are owned 100% by Grand Shore, LLC, a Florida Limited Liability Company.
Subsequent to this merger, Grand Shore, LLC shall own 100% of the
membership interest in Aventura Grand Cove, LLC (the "Surviving 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:

Any rights to acquire interests in the Merging LLC's will convert pro-rata into rights to acquire interests in the Surviving LLC.

(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:

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)