

L10000131186

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

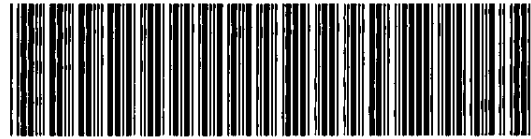
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000188927110

12/23/10--01034--004 \*\*155.00

*File  
2nd*

FILED

10 DEC 23 PM 1:30

CLERK OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Fellsmere Joint Venture 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:

Gregory P. Nelson

Contact Person

Fellsmere Joint Venture LLC

Firm/Company

1900 Old Dixie Highway

Address

Ft. Pierce, Florida 34946

City, State and Zip Code

afrantz@dneworld.com

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

For further information concerning this matter, please call:

Gregory P. Nelson

Name of Contact Person

at ( 772 )

465-7555 ext 204

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10 DEC 23 PM 1:30

FILED

**Certificate of Merger  
For  
Fellsmere Joint Venture LLC**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with s. 608.4382, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Fla. Document No.</u>
Fellsmere Joint Venture LLC	Florida	Limited Liability Company
FJV Partners, LLC	Florida	Limited Liability Company/L02000002367
EVIA Joint Venture, LLP	Florida	Limited Liability Partnership/GP0200001102
Clover Partners, LLP	Florida	Limited Liability Partnership/GP0200000983
Egan Partners, LLC	Delaware	Foreign Limited Liability Company/M99000000239

**SECOND**: The exact name, form/entity type, and jurisdiction of the **surviving** party:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Fellsmere Joint Venture LLC	Florida	Limited Liability Company

**THIRD**: The attached plan of merger was approved by each limited liability company and limited liability 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 merge 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 as of 11:59 PM on December 31, 2010.

**SIXTH**: The surviving party is formed and organized under the laws of Florida and the survivor's principal office address in its home state, country or jurisdiction is: **1900 Old Dixie Highway, Fort Pierce, Florida 34946.**

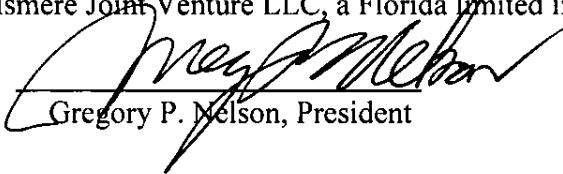
**Continued on following page**

FILE  
10 DEC 23 PM  
CLERK OF  
COURT  
ALABAMA

**SEVENTH:** Signature(s) for Each Party:

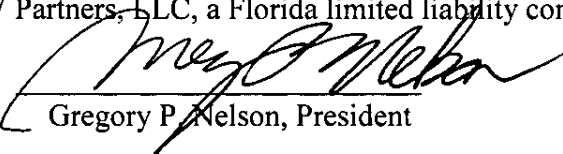
Fellsmere Joint Venture LLC, a Florida limited liability company

By:

  
Gregory P. Nelson, President

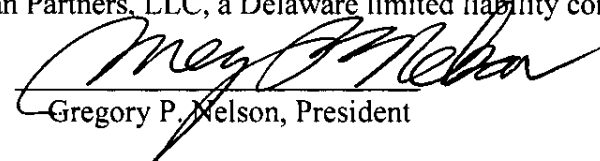
FJV Partners, LLC, a Florida limited liability company

By:

  
Gregory P. Nelson, President

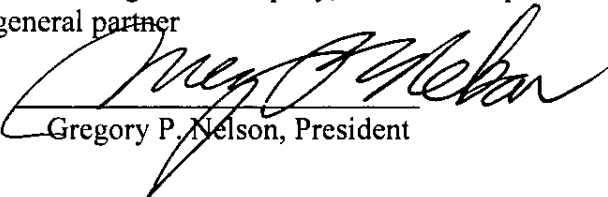
Egan Partners, LLC, a Delaware limited liability company

By:

  
Gregory P. Nelson, President

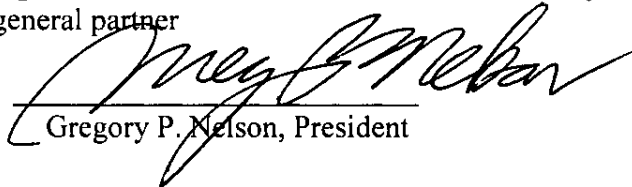
EVIA Joint Venture, LLP, a Florida limited liability partnership  
By Bernard Egan & Company, a Florida corporation,  
Its general partner

By:

  
Gregory P. Nelson, President

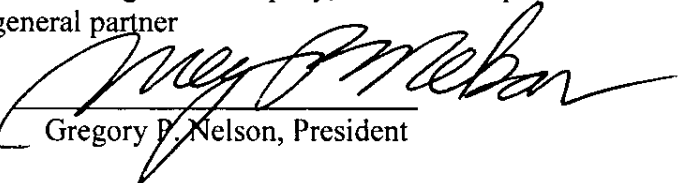
EVIA Joint Venture, LLP, a Florida limited liability partnership  
By Egan Partners, LLC, a Delaware limited liability company,  
Its general partner

By:

  
Gregory P. Nelson, President

Clover Partners, LLP, a Florida limited liability partnership  
By Bernard Egan & Company, a Florida corporation  
Its general partner

By:

  
Gregory P. Nelson, President

FILED  
10 DEC 23 PM 1:30  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

## PLAN OF MERGER

**FIRST:** Merging Parties. The name, form and jurisdiction of each merging party:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Fellsmere Joint Venture LLC	Florida	Limited Liability Company
FJV Partners, LLC	Florida	Limited Liability Company
EVIA Joint Venture, LLP	Florida	Limited Liability Partnership
Clover Partners, LLP	Florida	Limited Liability Partnership
Egan Partners, LLC	Delaware	Limited Liability Company

**SECOND:** Name of Surviving Party.

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Fellsmere Joint Venture LLC	Florida	Limited Liability Company

**THIRD:** Terms. The parties which are not continuing in existence agree to distribute any cash and liquid assets, as well as, pay any obligations immediately prior to the merger becoming effective, so as to avoid any need for the valuation of their current assets and current liabilities.

**FOURTH:** Basis of Conversion.

A. The partners and members of the merged parties shall become the members of limited liability company interests of Fellsmere Joint Venture LLC commensurate with their current percentage of ownership interests and value thereof. All parties have agreed upon and stipulated their stated percentage interests in Fellsmere Joint Venture LLC under separate document.

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 has been done pursuant to Florida law under Florida Chapter 608. Upon completion of the merger, each of the current owners in merging parties shall continue to be the owners in the surviving limited liability company, Fellsmere Joint Venture LLC.

**FIFTH:** Requirements. No other statements are required by the laws under which each other business entity is formed, organized, or incorporated.

**SIXTH:** Effective Date. This merger shall be effective as of 11:59 p.m. on December 31, 2010.

FILED  
10 DEC 23 PM 1:30  
CLERK OF STATE  
TALLAHASSEE, FLORIDA