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(Business Entity Name)

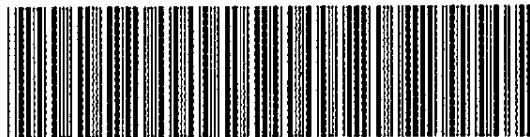
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A. RAMSEY

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CAPITAL CONNECTION, INC.

17 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

TURNBERRY HARBOUR HOLDING LLC

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Will Pick Up _____

_____ Art of Inc. File _____
_____ LTD Partnership File _____
_____ Foreign Corp. File _____
_____ L.C. File _____
_____ Fictitious Name File _____
_____ Trade/Service Mark _____
✓ _____ Merger File _____
_____ Art. of Amend. File _____
_____ RA Resignation _____
_____ Dissolution / Withdrawal _____
_____ Annual Report / Reinstatement _____
_____ Cert. Copy _____
_____ Photo Copy _____
_____ Certificate of Good Standing _____
_____ Certificate of Status _____
_____ Certificate of Fictitious Name _____
_____ Corp Record Search _____
_____ Officer Search _____
_____ Fictitious Search _____
_____ Fictitious Owner Search _____
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_____ UCC 11 Retrieval _____
_____ Courier _____

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ARTICLES OF MERGER OF
TURNBERRY HARBOUR, LTD., a Florida limited partnership,
TH PHASE I PROPERTY, INC., a Florida corporation AND
TURNBERRY HARBOUR HOLDING, LLC, a Florida limited liability company
(includes ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF
TURNBERRY HARBOUR HOLDING, LLC, a Florida limited liability company)

The following Articles of Merger with amendment to Articles of Organization are submitted in accordance with the Florida Revised Limited Liability Company Act, pursuant to Section 605.1021, et seq., Florida Statutes:

- First: The name and jurisdiction of the Merging Entities:
- Turnberry Harbour, Ltd., a Florida limited partnership, and
TH Phase I Property, Inc., a Florida corporation
Both of which shall be merged into:
Turnberry Harbour Holding, LLC, a Florida limited liability company
- Second: The present name and jurisdiction of the Surviving Limited Liability Company:
- Turnberry Harbour Holding, LLC, a Florida limited liability company
- Third: The Plan of Merger is attached. A copy of the Plan of Merger is also on file at the principal place of business of the Surviving Limited Liability Company, to wit:
- 4471 Legendary Dive
Destin, FL 32541
- Fourth: The merger shall become effective upon the filing of these Articles of Merger with the Florida Secretary of State.
- Fifth: Adoption of Merger by the Surviving Limited Liability Company:
- The Plan of Merger was adopted by sole member of the Surviving Limited Liability Company in accordance with Section 605.1023, Florida Statutes, on June 22, 2022.
- Sixth: Adoption of Merger by the Merging Entities:
- The Plan of Merger was adopted by General Partner and Limited Partner of Turnberry Harbour, Ltd. in accordance with Section 620.2107, Florida Statutes, on June 22, 2022.

The Plan of Merger was adopted by parent of TH Phase 1 Property, Inc. in accordance with Section 607.1104, Florida Statutes, on June 22, 2022.

Seventh: Amendment to Articles of Organization of Surviving Limited Liability Company:

Pursuant to the Plan of Merger, the name of the Surviving Limited Liability Company is hereby changed to Legendary Harbour Holding, LLC.

Surviving Entity:

TURNBERRY HARBOUR HOLDING, LLC, a Florida limited liability company

By Its Sole Member,
Legendary Development, LLC

By: 
Pete Knowles, President

Merging Entities:

TURNBERRY HARBOUR, LTD,
a Florida limited partnership

By Its General Partner,
Legendary Development, LLC

By: 
Pete Knowles, President

TURNBERRY HARBOUR
HOLDING, LLC, a Florida limited
liability company, as Limited Partner
of Turnberry Harbour, Ltd. and as
parent of TH Phase I Property, Inc.

By Its Sole Member,
Legendary Development, LLC

By: 
Pete Knowles, President

PLAN OF MERGER OF
TURNBERRY HARBOUR, LTD., a Florida limited partnership,
TH PHASE I PROPERTY, INC., a Florida corporation AND
TURNBERRY HARBOUR HOLDING, LLC, a Florida limited liability company

This Plan of Merger is dated as of June 22, 2022, between Turnberry Harbour Holding, LLC, a Florida limited liability company, herein referred to as the "Surviving Entity"; Turnberry Harbour, Ltd., a Florida limited partnership and TH Phase I Property, Inc., a Florida corporation, herein referred to as the "Merged Entities"; and Legendary Development, LLC, a Florida limited liability company ("Development") which is the sole owner of each of the Surviving Entity and the Merged Entities.

Background Facts:

- A. Turnberry Harbour Holding, LLC is a single member limited liability company organized and existing under the laws of the State of Florida, with its principal office at 4471 Legendary Drive, Destin, FL 32541.
- B. The sole member of Turnberry Harbour Holding, LLC is Development.
- C. Turnberry Harbour, Ltd. is a limited partnership organized and existing under the laws of the State of Florida, with its principal office at 4471 Legendary Drive, Destin, FL 32541.
- D. The General Partner of Turnberry Harbour, Ltd. is Development and the Limited Partner is Turnberry Harbour Holding, LLC.
- E. TH Phase I Property, Inc. is a corporation organized and existing under the law of the State of Florida, with its principal office at 4471 Legendary Drive, Destin, FL 32541.
- F. Turnberry Harbour Holding, LLC is the sole shareholder and parent of TH Phase I Property, Inc.
- G. The sole member, general partner, and limited partner of the constituent entities deem it desirable and in the best business interests of the respective entities that the Merged Entities be merged into the Surviving Entity, pursuant to the provisions of Section 605.1021, Section 620.2106, and Section 607.1104, Florida Statutes, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent entities agree as follows:

1. Background Facts. The foregoing background facts are true and correct and are incorporated herein by reference.

2. Merger. The Merged Entities shall merge with and into the Surviving Entity. The merger shall become effective (the "Effective Date") when the Articles of Merger, together with any other documents required to be filed to consummate the merger, are filed with and accepted by the Florida Department of State.
3. Terms and Conditions. On the Effective Date of the merger, the separate existence of the Merged Entities shall cease, and the Surviving Entity shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of the Merged Entities, without the necessity for any separate transfer. The Surviving Entity shall then be responsible and liable for all liabilities and obligations of the Merged Entities, and neither the rights of creditors nor any liens on the property of the Merged Entity shall be impaired by the merger.
4. Parent/Subsidiary Merger. As to TH Phase I Property, Inc., this merger is governed by Section 607.1104(1)(a), because the parent (Turnberry Harbour Holding, LLC) is merging its wholly owned subsidiary into itself. No plan for share conversion or exchange is required for this merger. As of the Effective Date, all of the shares of stock in TH Phase I Property, Inc., and any certificates evidencing the same, shall be canceled.
5. Name Change for Surviving Entity. Upon filing of the Articles of Merger, the Articles of Organization of the Surviving Entity shall be amended to change the name of the Surviving Entity to Legendary Harbour Holding, LLC.
6. Operating Agreement. The Operating Agreement of the Surviving Entity, as in effect on the Effective Date shall remain in effect until thereafter changed or amended as provided therein or by applicable law.
7. Approval and Waiver. This Plan of Merger has been approved by the sole member of Turnberry Harbour Holding, LLC, and the general partner and limited partner of Turnberry Harbour, Ltd., as evidenced by their execution hereof. No approval or signature is required by the board or shareholder of TH Phase I Property, Inc. because the merger of that corporation has been initiated by its parent, Turnberry Harbour Holding, LLC. Each of the undersigned hereby waive any and all written notices required pursuant to Chapters 605, 607 and 620, Florida Statutes, with respect to the adoption of this Plan of Merger, intending their signatures hereon to be immediately effective for such adoption.

SIGNATURE PAGE FOR PLAN OF MERGER OF
TURNBERRY HARBOUR, LTD., a Florida limited partnership,
TH PHASE I PROPERTY, INC., a Florida corporation AND
TURNBERRY HARBOUR HOLDING, LLC, a Florida limited liability company

Surviving Entity:

TURNBERRY HARBOUR HOLDING,
LLC, a Florida limited liability company

By Its Sole Member,
Legendary Development, LLC

By: 
Pete Knowles, President

Merging Entities:

TURNBERRY HARBOUR, LTD.,
a Florida limited partnership

By Its General Partner,
Legendary Development, LLC

By: 
Pete Knowles, President

TURNBERRY HARBOUR
HOLDING, LLC, a Florida limited
liability company, as Limited Partner
of Turnberry Harbour, Ltd. and as
parent of TH Phase I Property, Inc.

By Its Sole Member,
Legendary Development, LLC

By: 
Pete Knowles, President