

L11000080073

(Requestor's Name)

(Address)

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PICK-UP

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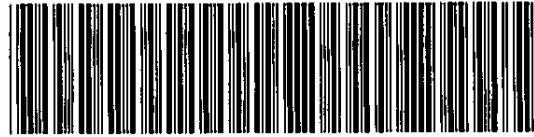
(Business Entity Name)

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2013 JUL 29 PM 4:35

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

SECRETARY OF STATE
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13 JUL 29 PM 4:47

FILED

LLC
Merger
07/30/13
DL

CAPITAL CONNECTION, INC.

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

BETTJA JEBAILLEY, LLC

L11000080073

SHADOW WOOD INVESTORS, LLC

L11000060238

CENTRAL FLORIDA & I DRIVE

AQUATICA, LLC

L11000079398

Signature

Requested by: BA

07/29

PM

Name

Date

Time

Walk-In

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 _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY

FILED
13 JUL 29 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FL 32301

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

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Shadow Wood Investors, LLC, a Florida limited liability company 630 South Maitland Avenue Suite 100 Maitland, FL 32751 Florida Document/Registration Number: L11000060238		
2. Central Florida & I Drive Aquatica, LLC, a Florida limited liability company 7932 W. Sand Lake Road, Suite 102 Orlando, Florida 32819 Florida Document/Registration Number: L11000079398		

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. BETTJA Jebailey, LLC, a Florida limited liability company 7932 W. Sand Lake Road, Suite 102 Orlando, Florida 32819 Florida Document/Registration Number: L11000080073		

THIRD: The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by the other business entities that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the

regulations or articles of organization of any limited liability company that is a party to the merger.

SIXTH: The merger shall become effective as of the date the Certificate of Merger is filed with Florida Department of State.

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

EIGHTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
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BETTJA JEBAILEY, LLC,
a Florida limited liability company

By: 

Joseph S. JeBailey, Manager

SHADOW WOOD INVESTORS, LLC,
a Florida limited liability company

By: Central Florida & I Drive Aquatica, LLC,
a Florida limited liability company, as Manager

By: 

Joseph S. JeBailey, Manager

CENTRAL FLORIDA & I DRIVE AQUATICA, LLC
A Florida limited liability company

By: 

Joseph S. JeBailey, Manager

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 608.4381, Florida Statutes and is being submitted in accordance with Section 608.4381, Florida Statutes.

See Plan of Merger attached hereto and incorporated herein by reference.

PLAN OF MERGER

This Plan of Merger, dated July 26, 2013, between BETTJA Jebailey, LLC, a Florida limited liability company (the "Surviving Company"), and Shadow Wood Investors, LLC, a Florida limited liability company ("SWI") and Central Florida & I Drive Aquatica, LLC, a Florida limited liability company ("CFIDA") (may be referred to herein as the "Merged Companies").

WHEREAS, BETTJA Jebailey, LLC is a limited liability company, organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, by unanimous consent of the members of SWI and CFIDA, the parties hereto deem it desirable and in the best interest of the Merged Companies and their members that SWI and CFIDA be merged into the Surviving Company.

NOW THEREFORE, in consideration of the mutual promises and covenants, and subject to the conditions herein set forth, the Merged Companies agree as follows:

ARTICLE I Merger

- 1.1 The Merged Companies shall be merged into a single limited liability company by SWI and CFIDA merging into the Surviving Company, which shall survive the merger, pursuant to the provisions of the Florida Limited Liability Company Act, Florida Statutes Chapter 608. On the effective date of such merger, the Surviving Company shall, without further act or deed, thereupon and thereafter succeed to and possess all of the rights, privileges, power, franchises and immunities, as well of a public and private nature, of the Merged Companies and all of the property, real, personal and mixed, and all debts due to the Merged Companies, on whatever account, and all and every other right, title or interest of or belonging to or due the Merged Companies shall be taken and deemed to be transferred to and vested in the Surviving Company without further act or deed. The Surviving Company shall thenceforth be responsible and liable for all liabilities and obligations of the Merged Companies, and any claim existing or action or proceeding pending by or against the Merged Companies may be prosecuted as if the Merger had not taken place. Neither the rights of the creditors nor any liens upon the property of the Merged Companies shall be impaired by the Merger, provided however, that any such liens shall be limited to the property subject to such liens immediately prior to the effective date of the merger.
- 1.2 The name of the Surviving Company shall be BETTJA Jebailey, LLC, a Florida limited liability company. The purposes, county where the principal office for the transaction of business shall be located, county where the registered office shall be located, managers, and the members of the Surviving Company shall be as appears in the Articles of Organization of the Surviving Company as amended and as hereinafter set forth.
- 1.3 The Articles of Organization of the Surviving Company, as amended shall survive and control the governance of the Surviving Companies until the same shall be altered, amended, or repealed, or until new articles are adopted as provided therein.

- 1.4 The Operating Agreement as in effect on the effective date of the merger, shall be the Operating Agreement of the Surviving Company until the same shall be altered, amended, or repealed, or until a new Operating Agreement is adopted as provided therein.
- 1.5 The Manager of the Surviving Company shall be Joseph S. Jebailey. The Members or Managers of the Surviving Company shall have the sole and exclusive control of the Surviving Company, subject to any limitation in the Articles and the Operating Agreement of the Surviving Company.

ARTICLE II

Conversion, Exchange and Cancellation of Members

- 2.1 The method of converting the membership of the Merged Companies into membership of the Surviving Company shall be as follows:
 - (a) Each member interest of the Surviving Company on the effective date of the merger shall continue to be a member of the Surviving Company.
 - (b) Each membership interest of SWI outstanding on the effective date of the merger shall be exchanged and converted into a membership interest of the Surviving Company, which membership interests of the Surviving Company shall thereupon be outstanding.
 - (c) Each membership interest of CFIDA outstanding on the effective date of the merger shall be exchanged and converted into a membership interest of the Surviving Company, which membership interests of the Surviving Company shall thereupon be outstanding.

ARTICLE III

Obligations of the Parties Pending the Effective Date

- 3.1 This merger plan shall be submitted to the members of the Merging Companies for their approval in the manner provided by the applicable laws of the State of Florida. After approval by unanimous consent of the outstanding members of the Merged Companies, Articles of Merger are filed in the office of the Secretary of State and the Secretary of State issues a Certificate of Merger.
- 3.2 The manager of the Merged Companies may, in their discretion, abandon this merger without further action or approval by the members of the Merged Companies at any time before the merger has been completed.
- 3.3 This Plan of Merger may be executed in any number of counterparts, and all such counterparts and copies be and constitute an original instrument and all of which together shall constitute one and the same instrument.

ARTICLE IV
Miscellaneous Provisions

- 4.1 The Merger shall become effective upon filing of the Certificate of Merger with the Florida Secretary of State.

IN WITNESS WHEREOF, Surviving Company and Merged Companies, duly authorized through their respective members and managers, have caused this Plan of Merger to be executed as of this 26 day of July, 2013.

BETTJA JEBAILLEY, LLC,
a Florida limited liability company

By: _____

Joseph S. JeBailey, Manager

SHADOW WOOD INVESTORS, LLC,
a Florida limited liability company

By: Central Florida & I Drive Aquatica, LLC,
a Florida limited liability company, as Manager

By: _____

Joseph S. JeBailey, Manager

CENTRAL FLORIDA & I DRIVE AQUATICA, LLC,
a Florida limited liability company

By: _____

Joseph S. JeBailey, Manager