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EXAMINER



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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. GBFC Development, LLC

(Corporation Name)

(Document #)

2. into

(Corporation Name)

(Document #)

3. FCC Aviamar, LLC

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)



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Certificate of Status

NEW FILINGS



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Limited Liability



Domestication



Other

AMENDMENTS



Amendment



Resignation of R.A., Officer/Director



Change of Registered Agent



Dissolution/Withdrawal



Merger

OTHER FILINGS



Annual Report



Fictitious Name

REGISTRATION/QUALIFICATION



Foreign



Limited Partnership



Reinstatement



Trademark



Other

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Examiner's Initials

**CERTIFICATE OF MERGER
OF
GBFC DEVELOPMENT, LLC
WITH AND INTO
FCC AVIAMAR, LLC**

M0000000675

Pursuant to Section 608.4382, Florida Statutes, the undersigned hereby submit the following Certificate of Merger:

1. GBFC Development, LLC, a Delaware liability company, shall be merged with and into FCC Aviamar, LLC, a Florida limited liability company, which shall be the surviving entity (the "Merger").

2. The name, street address of its principal office, jurisdiction and entity type of GBFC Development, LLC, the merging entity, is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
GBFC Development, LLC 8156 Fiddler's Creek Parkway Naples, Florida 34114	Delaware	Limited Liability Company

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3. The name, street address of its principal office, jurisdiction and entity type of FCC Aviamar, LLC, the surviving entity, is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
FCC Aviamar, LLC 8156 Fiddler's Creek Parkway Naples, Florida 34114	Florida	Limited Liability Company

4. The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Florida.

5. A copy of the Agreement and Plan of Merger dated as of the date hereof, pursuant to which the Merger was approved by GBFC Development, LLC and FCC Aviamar, LLC, is attached hereto.

6. The Agreement and Plan of Merger was approved by (i) all of the members of FCC Aviamar, LLC, in accordance with chapter 608, Florida Statutes, and (ii) all of the members of GBFC Development, LLC, in accordance with Title 6, Section 18-209 of the Delaware Limited Liability Company Act, as required by each party's respective governing law.

7. Pursuant to Section 608.4382(2), Florida Statutes, a copy of this Certificate of Merger, certified by the Department of State, may be filed in the official records of any county in the State of Florida in which GBFC Development, LLC or FCC Aviamar, LLC holds any interest in real property.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on behalf of each of the merging entity and the surviving entity as of the 2nd day of September, 2011.

MERGING ENTITY:

GBFC DEVELOPMENT, LLC,
a Delaware limited liability company

By: FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: Aubrey J. Ferrao

Name: Aubrey J. Ferrao

Title: Chief, Executive Officer *and not*
individually

SURVIVING ENTITY:

FCC AVIAMAR, LLC,
a Florida limited liability company

By: Aubrey J. Ferrao

Name: Aubrey J. Ferrao

Title: Manager and President *and not*
individually

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan") is made as of the 2nd day of September, 2011, by and between GBFC Development, LLC, a Delaware limited liability company ("GBFC"), and FCC Aviamar, LLC, a Florida limited liability company ("Aviamar").

WITNESSETH

WHEREAS, the respective members of each of GBFC and Aviamar deem it advisable and in their best interests to have GBFC merge with and into Aviamar pursuant to this Plan and the applicable respective provisions of the laws of the State of Florida and the State of Delaware (such transaction being hereinafter referred to as the "Merger"), and the members of each of GBFC and Aviamar have approved this Plan and the Merger contemplated hereby;

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

ARTICLE 1 THE MERGER

On the Effective Date of the Merger (as hereinafter defined) and in accordance with the respective laws of the State of Florida and the State of Delaware, GBFC will merge with and into Aviamar, with Aviamar being the limited liability company surviving the Merger (hereinafter sometimes referred to as the "Surviving Company") as a limited liability company organized and existing under the laws of the State of Florida.

ARTICLE 2 EFFECTIVE DATE

A Certificate of Merger substantially in the form attached as Exhibit A and a Certificate of Merger substantially in the form attached Exhibit B hereto, executed in accordance with the respective laws of the State of Florida and the State of Delaware, shall be filed with the Secretary of State of the State of Florida and the Secretary of State of the State of Delaware. The Merger shall become effective upon the filing of the Certificate of Merger relating to the Merger with the Secretary of State of the State of Florida, as prescribed by law (such date hereinafter sometimes referred to as the "Effective Date of the Merger").

ARTICLE 1 CERTAIN RESULTS OF THE MERGER

(a) Succession by Surviving Company. Upon the Merger becoming effective and by virtue thereof:

(i) The separate limited liability company existence of GBFC and Aviamar shall cease and GBFC and Aviamar shall become merged and be a single limited liability company, with Aviamar as the Surviving Company.

(ii) Except as herein specifically set forth, the identity, existence, purposes, rights, privileges, immunities, powers and authority of Aviamar shall continue in effect and be unimpaired by the Merger.

(b) Limited Liability Company Operating Agreement. Upon the Merger becoming effective, the limited liability company operating agreement of Aviamar as in effect immediately prior to the Merger becoming effective shall be the limited liability company operating agreement of the Surviving Company until amended in the manner provided by law.

(c) Address of Surviving Company. Upon the Merger becoming effective, the street address of the principal office of the Surviving Company shall be 8156 Fiddler's Creek Parkway, Naples, Florida 34114.

ARTICLE 2

CONVERSION OF INTERESTS UPON THE EFFECTIVE DATE OF THE MERGER

(a) GBFC Development, LLC Interests. At the effective time of the Merger, all membership interests in GBFC Development, LLC shall be converted into membership interests in the Surviving Company.

(b) FCC Aviamar, LLC Interests. At the effective time of the Merger, all membership interests in FCC Aviamar, LLC shall remain issued and outstanding in the same manner as set forth immediately before the Merger.

(c) Resulting Interests. As a result of (and immediately following) the Merger, Fiddler's Creek, LLC, a Delaware limited liability company and the sole member of each of GBFC and Aviamar immediately prior to the Merger, shall become the holder of 100% of the membership interests in the Surviving Company.

ARTICLE 3

MISCELLANEOUS

(a) Amendments. This Plan shall not be modified or amended except by an instrument in writing signed by or on behalf of the parties hereto.

(b) Counterparts. This Plan may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

(c) Governing Law. This Plan shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Florida.

(d) Assignment. This Plan and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Plan nor any of the rights, interest or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other parties.

(e) Execution of Documents. GBFC shall from time to time, as and when requested by Aviamar, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.

(f) Headings. The headings of the sections and articles of this Plan are inserted for convenience only and shall not constitute a part hereof.

[Remainder of page intentionally blank]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed on their behalf as of the date first above written.

GBFC DEVELOPMENT, LLC,
a Delaware limited liability company

By: FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: _____

Name: Aubrey J. Ferrao

Title: Chief Executive Officer

*and not
individually*

FCC AVIAMAR, LLC,
a Florida limited liability company

By: _____

Name: Aubrey J. Ferrao

Title: Manager and President

*and not
individually*

Exhibit A

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**CERTIFICATE OF MERGER
OF
GBFC DEVELOPMENT, LLC
WITH AND INTO
FCC AVIAMAR, LLC**

Pursuant to Section 608.4382, Florida Statutes, the undersigned hereby submit the following Certificate of Merger:

1. GBFC Development, LLC, a Delaware liability company, shall be merged with and into FCC Aviamar, LLC, a Florida limited liability company, which shall be the surviving entity (the "Merger").

2. The name, street address of its principal office, jurisdiction and entity type of GBFC Development, LLC, the merging entity, is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
GBFC Development, LLC 8156 Fiddler's Creek Parkway Naples, Florida 34114	Delaware	Limited Liability Company

3. The name, street address of its principal office, jurisdiction and entity type of FCC Aviamar, LLC, the surviving entity, is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
FCC Aviamar, LLC 8156 Fiddler's Creek Parkway Naples, Florida 34114	Florida	Limited Liability Company

3. The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Florida.

4. A copy of the Agreement and Plan of Merger dated as of the date hereof, pursuant to which the Merger was approved by GBFC Development, LLC and FCC Aviamar, LLC, is attached hereto.

5. The Agreement and Plan of Merger was approved by (i) all of the members of FCC Aviamar, LLC, in accordance with chapter 608, Florida Statutes, and (ii) all of the members of GBFC Development, LLC, in accordance with Title 6, Section 18-209 of the Delaware Limited Liability Company Act, as required by each party's respective governing law.

6. Pursuant to Section 608.4382(2), Florida Statutes, a copy of this Certificate of Merger, certified by the Department of State, may be filed in the official records of any county in the State of Florida in which GBFC Development, LLC or FCC Aviamar, LLC holds any interest in real property.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on behalf of each of the merging entity and the surviving entity as of the 2nd day of September, 2011.

MERGING ENTITY:

GBFC DEVELOPMENT, LLC,
a Delaware limited liability company

By: FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: Aubrey J. Ferrao

Name: Aubrey J. Ferrao

Title: Chief Executive Officer *and not*
individually

SURVIVING ENTITY:

FCC AVIAMAR, LLC,
a Florida limited liability company

By: Aubrey J. Ferrao

Name: Aubrey J. Ferrao

Title: Manager and President, *and not*
individually

**CERTIFICATE OF MERGER
OF
GBFC DEVELOPMENT, LLC
WITH AND INTO
FCC AVIAMAR, LLC**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name and jurisdiction of each entity to merge is as follows:

- (i) FCC Aviamar, LLC, a Florida limited liability company; and
- (ii) GBFC Development, LLC, a Delaware limited liability company.

Second: The Agreement and Plan of Merger dated as of the date hereof by and between FCC Aviamar, LLC and GBFC Development, LLC (the "Agreement and Plan of Merger") has been approved and executed by each of the parties thereto.

Third: The name of the surviving limited liability company is FCC Aviamar, LLC.

Fourth: The merger shall be effective upon the date of the filing of this Certificate of Merger.

Fifth: The Agreement and Plan of Merger is on file at a place of business of the surviving foreign limited liability company and the address thereof is FCC Aviamar, LLC, c/o Gulf Bay Group of Companies, 8156 Fiddler's Creek Parkway, Naples, Florida 34114.

Sixth: A copy of the Agreement and Plan of Merger will be furnished by the surviving foreign limited liability company on request and without cost to any member of the domestic limited liability company which is to merge.

Seventh: The surviving foreign limited liability company agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for which the enforcement of any obligation of the domestic limited liability company which is to merge, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding, and the address to which a copy of such process shall be mailed to by the Secretary of State is: FCC Aviamar, LLC, c/o Gulf Bay Group of Companies, 8156 Fiddler's Creek Parkway, Naples, Florida 34114.

[Remainder of page intentionally blank]

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed
by its authorized representative this 23rd day of September, 2011.

GBFC DEVELOPMENT, LLC,
a Delaware limited liability company

By: FIDDLER'S CREEK LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: 

Name: Aubrey J. Ferrao

Title: Chief Executive Officer

*not not
indubitably*