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(Business Entity Name)

(Document Number)

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

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

1. FC Beach, LLC  
(Corporation Name) (Document #)
2. into  
(Corporation Name) (Document #)
3. FCC Beach Hotel, LLC  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time \_\_\_\_\_ ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☒ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

**CERTIFICATE OF MERGER  
OF  
FC BEACH, LLC  
WITH AND INTO  
FCC BEACH HOTEL, LLC**

*m UUUUUUUU674*

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

1. FC Beach, LLC, a Delaware liability company, shall be merged with and into FCC Beach Hotel, 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 FC Beach LLC, the merging entity, is as follows:

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

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SECRETARY OF CORPORATIONS  
DIVISION  
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3. The name, street address of its principal office, jurisdiction and entity type of FCC Beach Hotel, LLC, the surviving entity, is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
FCC Beach Hotel, 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 Florida Department of State.

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

6. The Agreement and Plan of Merger was approved by (i) all of the members of FCC Beach Hotel, LLC, in accordance with chapter 608, Florida Statutes, and (ii) all of the members of FC Beach, 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 FC Beach, LLC or FCC Beach Hotel, 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 2<sup>nd</sup> day of September, 2011.

**MERGING ENTITY:**

FC BEACH, 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 BEACH HOTEL, 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 ~~2<sup>nd</sup>~~ day of ~~September~~ 2011, by and between FC Beach, LLC, a Delaware limited liability company ("FCB"), and FCC Beach Hotel, LLC, a Florida limited liability company ("BH").

### WITNESSETH

WHEREAS, all of the respective members of each of FCB and BH deem it advisable and in their best interests to have FCB merge with and into BH 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 FCB and BH 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, FCB will merge with and into BH, with BH 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 Florida Department of State and the Secretary of State of Delaware, respectively. The Merger shall become effective upon the filing of the Certificate of Merger relating to the Merger with the Florida Department of State and the filing of the Certificate of Merger relating to the Merger filed with the Secretary of State of Delaware, 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 FCB and BH shall cease and FCB and BH shall become merged and be a single limited liability company, with BH as the Surviving Company.

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

(b) Operating Agreement. Upon the Merger becoming effective, the operating agreement of BH shall be in the form of that certain operating agreement of BH by and between BH and Fiddler's Creek, LLC, as the sole member, which has been presented to FCB and its member, Fiddler's Creek, LLC.

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

(b) FCC Beach Hotel, LLC Interests. At the effective time of the Merger, all membership interests in FCC Beach Hotel, 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, the sole member of each of FCB and BH 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. FCB shall from time to time, as and when requested by BH, 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.

(g) Waiver. The respective members of FCB and BH hereby waive any and all notification requirement otherwise required pursuant to Section 608.4381(3) of the Florida Statutes.

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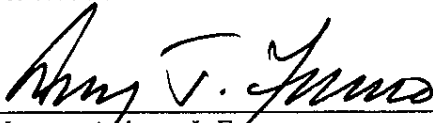
IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed on their behalf as of the date first above written.

**FC BEACH, 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*

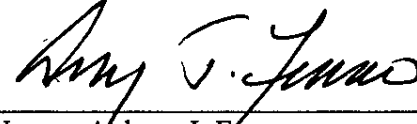
**FCC BEACH HOTEL, LLC,**  
a Florida limited liability company:

By: FC BEACH, LLC, a Delaware limited liability  
company, its sole general partner

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*



**CERTIFICATE OF MERGER  
OF  
FC BEACH, LLC  
WITH AND INTO  
FCC BEACH HOTEL, LLC**

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

1. FC Beach, LLC, a Delaware liability company, shall be merged with and into FCC Beach Hotel, 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 FC Beach LLC, the merging entity, is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
FC Beach, 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 Beach Hotel, LLC, the surviving entity, is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
FCC Beach Hotel, 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 Florida Department of State.

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

6. The Agreement and Plan of Merger was approved by (i) all of the members of FCC Beach Hotel, LLC, in accordance with chapter 608, Florida Statutes, and (ii) all of the members of FC Beach, 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 FC Beach, LLC or FCC Beach Hotel, 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 2<sup>nd</sup> day of September, 2011.

**MERGING ENTITY:**

FC BEACH, 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 BEACH HOTEL, 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  
FC BEACH, LLC  
WITH AND INTO  
FCC BEACH HOTEL, 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 Beach Hotel, LLC, a Florida limited liability company; and
- (ii) FC Beach, LLC, a Delaware limited liability company.

**Second:** The Agreement and Plan of Merger dated as of the date hereof by and between FCC Beach Hotel, LLC and FC Beach, 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 Beach Hotel, LLC.

**Fourth:** The merger shall be effective upon the date of the filing of this Certificate of Merger with the Secretary of State of Delaware.

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

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, said parties to the merger have caused this certificate to be signed by their authorized representatives this one day of September, 2011.

**FC BEACH, 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*

**FCC BEACH HOTEL, LLC,**  
a Florida limited liability company

By: Aubrey J. Ferrao  
Name: Aubrey J. Ferrao  
Title: Manager and President

*and not  
individually*