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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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

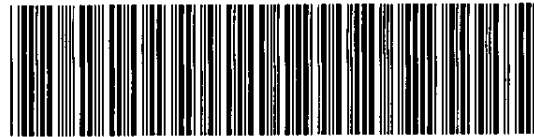
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B. KOHR

SEP 13 2011

EXAMINER



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NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

2011 SEP -2 AM 9:14

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DIVISION OF CORPORATIONS

11 SEP -2 AM 9:24

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Sunstate Research

Requester's Name

Address

City/State/Zip

Phone #

656-8454

Office Use Only

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
11 SEP -2 AM 9:21

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

1. 951 Land Holdings, LLC  
(Corporation Name) (Document #)

2. into  
(Corporation Name) (Document #)

3. FCC Marsh, 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

**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

Examiner's Initials

**CERTIFICATE OF MERGER  
OF  
951 LAND HOLDINGS, LLC  
WITH AND INTO  
FCC MARSH, LLC**

M UUUUUUUUUU677

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

1. 951 Land Holdings, LLC, a Delaware liability company, shall be merged with and into FCC Marsh, 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 951 Land Holdings, LLC, the merging entity, is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
951 Land Holdings, 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 Marsh, LLC, the surviving entity, is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
FCC Marsh, 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 951 Land Holdings, LLC and FCC Marsh, LLC, is attached hereto.

6. The Agreement and Plan of Merger was approved by (i) all of the members of FCC Marsh, LLC, in accordance with Chapter 608, Florida Statutes, and (ii) all of the members of 951 Land Holdings, 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 951 Land Holdings, LLC or FCC Marsh, LLC holds any interest in real property.

FILED  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
SEP-2 AM 9:24

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:**

951 LAND HOLDINGS, 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 MARSH, 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 951 Land Holdings, LLC, a Delaware limited liability company ("951"), and FCC Marsh, LLC, a Florida limited liability company ("FCC Marsh").

### WITNESSETH

WHEREAS, all of the respective members of each of 951 and FCC Marsh deem it advisable and in their best interests to have 951 merge with and into FCC Marsh 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 951 and FCC Marsh 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, 951 will merge with and into FCC Marsh, with FCC Marsh 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 3 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 951 and FCC Marsh shall cease and 951 and FCC Marsh shall become merged and be a single limited liability company, with FCC Marsh as the Surviving Company.

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

(b) Operating Agreement. Upon the Merger becoming effective, the operating agreement of FCC Marsh shall be in the form of that certain operating agreement of FCC Marsh by and between FCC Marsh and Fiddler's Creek, LLC, as the sole member, which has been presented to 951.

(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 4

##### CONVERSION OF INTERESTS UPON THE EFFECTIVE DATE OF THE MERGER

(a) 951 Land Holdings, LLC Interests. At the effective time of the Merger, all membership interests in 951 Land Holdings, LLC shall be converted into membership interests in the Surviving Company.

(b) FCC Marsh, LLC Interests. At the effective time of the Merger, all membership interests in FCC Marsh, 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 951 and a member of FCC Marsh immediately prior to the Merger, shall become the holder of 100% of the membership interests in the Surviving Company.

#### ARTICLE 5

##### 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. 951 shall from time to time, as and when requested by FCC Marsh, 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 951 and FCC Marsh hereby waive any and all notification requirement otherwise required pursuant to Section 608.4381(3) of the Florida Statutes.

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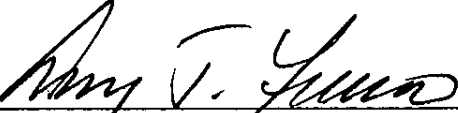
IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed on their behalf as of the date first above written.

**951 LAND HOLDINGS, LLC,**  
a Delaware limited liability company

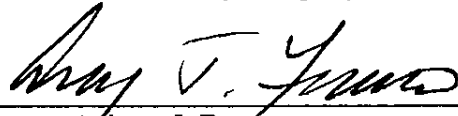
By: FIDDLER'S CREEK, LLC,  
a Delaware limited liability company,  
its Sole Member

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 MARSH, LLC,**  
a Florida limited liability company

By:   
Name: Aubrey J. Ferrao  
Title: Manager and President *and*  
*not individually*

**CERTIFICATE OF MERGER  
OF  
951 LAND HOLDINGS, LLC  
WITH AND INTO  
FCC MARSH, LLC**

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

1. 951 Land Holdings, LLC, a Delaware liability company, shall be merged with and into FCC Marsh, 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 951 Land Holdings, LLC, the merging entity, is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
951 Land Holdings, 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 Marsh, LLC, the surviving entity, is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
FCC Marsh, 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 951 Land Holdings, LLC and FCC Marsh, LLC, is attached hereto.

6. The Agreement and Plan of Merger was approved by (i) all of the members of FCC Marsh, LLC, in accordance with Chapter 608, Florida Statutes, and (ii) all of the members of 951 Land Holdings, 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 951 Land Holdings, LLC or FCC Marsh, 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:**

951 LAND HOLDINGS, 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*

**SURVIVING ENTITY:**

FCC MARSH, LLC,  
a Florida limited liability company

By: 

Name: Aubrey J. Ferrao

Title: Manager and President and *not*

*individually*

**CERTIFICATE OF MERGER  
OF  
951 LAND HOLDINGS, LLC  
WITH AND INTO  
FCC MARSH, 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 Marsh, LLC, a Florida limited liability company; and
- (ii) 951 Land Holdings, LLC, a Delaware limited liability company.

**Second:** The Agreement and Plan of Merger dated as of the date hereof by and between FCC Marsh, LLC and 951 Land Holdings, 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 Marsh, 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 Marsh, 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 Marsh, 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]

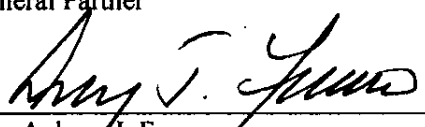
IN WITNESS WHEREOF, said parties to the merger have caused this certificate to be signed by their authorized representatives this 2<sup>nd</sup> day of September, 2011.

**951 LAND HOLDINGS, LLC,**  
a Delaware limited liability company

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

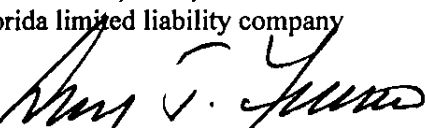
By: GBFC II, L.P.,  
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By: GBFC II, LLC,  
a Delaware limited liability company,  
its General Partner

By:   
Name: Aubrey J. Ferrao  
Title: Chief Executive Officer

*and not  
individually*

**FCC MARSH, LLC,**  
a Florida limited liability company

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

*and not  
individually*