

L11000142377

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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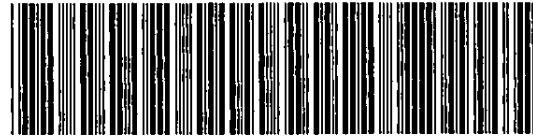
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

C. LEWIS
MAY 24 2012
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: T B & L Naples, LLC
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Scott Duval, Esquire

Contact Person

Brennan, Manna & Diamond, P.L.

Firm/Company

3301 Bonita Beach Road, Suite 100

Address

Bonita Springs, FL 34134

City, State and Zip Code

swduval@bmdpl.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Scott Duval

Name of Contact Person

at (239)

992-6578

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

CERTIFICATE OF MERGER
OF
T & B OASIS, LLC - L11000142372
(a Florida limited liability company)
INTO
T B & L NAPLES, LLC
(a Florida limited liability company) L11000142377

The following Certificate of Merger is 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 the merging party ("Merging Company") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
T & B Oasis, LLC 1190 26 th Avenue North Naples, FL 34103	Florida	LLC

Articles of Organization were filed on December 20, 2011
Florida Document Number: L11000142372
FEI Number: None

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SECOND: The exact name, street address of its principal office, jurisdiction and entity type of the surviving party ("Surviving Company") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
T B & L Naples, LLC 1190 26 th Avenue North Naples, FL 34103	Florida	LLC

Articles of Organization were filed on December 20, 2011
Florida Document Number: L11000142377
FEI Number: 30-0711575

THIRD: In accordance with Chapter 608, Florida Statutes, the attached Plan of Merger meets the requirements of Chapter 608, Florida Statutes, and was approved by all Members of the Surviving Company on May 22, 2012.

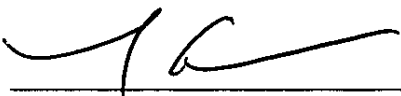
FOURTH: The merger shall become effective as of the date the Certificate of Merger is filed with the Florida Department of State.


FIFTH: The Certificate of Merger complies and was executed in accordance with the laws of each party's applicable jurisdiction.

SIXTH: The Plan of Merger shall be kept on file at the principal place of business of the Surviving Company located at 1190 26th Avenue North, Naples, FL 34103.

NOW, THEREFORE, the undersigned, being all of the Members and Managers of the Merging Company and the Surviving Company hereinbefore named, for the purpose of merging the respective entities under the Florida Limited Liability Company Act, have executed this Certificate of Merger effective as of this 22nd day of May, 2012.


T & B OASIS, LLC, a Florida limited liability company


By: 
Thomas Andrea
Its: Manager and Member

By: 
Laurie Bellico Andrea
Its: Manager and Member

T B & L NAPLES, LLC, a Florida limited liability company

By: T & B OASIS, LLC, a Florida limited liability company, its manager

By: 
Thomas Andrea
Its: Manager and Member

By: 
Laurie Bellico Andrea
Its: Manager and Member

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**PLAN OF MERGER
BETWEEN**

**T & B OASIS, LLC
(a Florida limited liability company)
INTO
T B & L NAPLES, LLC
(a Florida limited liability company)**

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The following Plan of Merger (hereinafter "Merger"), which was adopted and approved by each party to the Merger in accordance with Section 608.4381, Florida Statutes, is being filed in accordance with Section 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction and entity type for the merging party ("Merging Company") is as follows

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
T & B Oasis, LLC 1190 26 th Avenue North Naples, FL 34103	Florida	LLC

SECOND: The exact name, street address of its principal office, jurisdiction and entity type of the surviving party ("Surviving Company") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
T B & L Naples, LLC 1190 26 th Avenue North Naples, FL 34103	Florida	LLC

THIRD: The terms and conditions of the Merger are as follows:

- A. On the effective date of the Merger, the separate existence of T & B Oasis, LLC ("Oasis") shall cease.
- B. The title to all real estate and other property, or any interest therein, owned by Oasis is vested in T B & L Naples, LLC ("T B & L") without reversion or impairment. T B & L shall record a certified copy of the Certificate of Merger in such counties in which Oasis holds an interest in real property.

- C. T B & L shall thereafter be responsible and liable for all the liabilities and obligations of Oasis, including liabilities arising out of the rights of dissenters with respect to such Merger under Florida law.
- D. Any claim existing or action or proceeding pending by or against Oasis may be continued as if the Merger did not occur or T B & L may be substituted in the proceeding for Oasis.
- E. Neither the rights of creditors nor any liens upon the property of Oasis shall be impaired by such Merger.
- F. The Articles of Organization of T B & L in effect immediately prior to the time the Merger becomes effective shall continue to be the Articles of Organization of T B & L following the effective date of the Merger.
- G. The Operating Agreement of T B & L in effect immediately prior to the time the Merger becomes effective shall continue to be its Operating Agreement following the effective date of the Merger.
- H. The members of T B & L on the effective date of the Merger shall continue to be the members of T B & L following the effective date of the Merger.
- I. The managers of T B & L following the effective date of Merger shall be Thomas Andrea and Laurie Bellico Andrea.
- J. This Plan of Merger shall be submitted for the approval of the members of Oasis and the members of T B & L in the manner provided by the applicable laws of the State of Florida.
- K. The effective date of this Merger shall be the date when the Certificate of Merger is filed by the Florida Department of State.
- L. Subject to applicable law, this Plan of Merger may be amended, modified or supplemented by written agreement of the parties hereto at any time prior to the effective date with respect to any of the terms contained herein. At any time prior to the effective date, this Plan of Merger may be terminated and the Merger may be abandoned by the members of Oasis or the members of T B & L, or both, in their sole discretion and notwithstanding approval of this agreement by the members of Oasis or the members of T B & L.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other

securities of the surviving party, in whole or in part, into cash or other property are as follows:

1. The membership interests of Oasis which shall be outstanding immediately prior to the effective date shall at the effective date, by virtue of the Merger and without any action on the part of the holder thereof, be deemed terminated.
2. The membership interest transfer books of Oasis shall be closed as of the close of business on the effective date and no transfer of record of any of Oasis membership interests shall take place thereafter.
3. Any rights (if any) to acquire interests, shares, obligations or other securities of Oasis as of the effective date, by virtue of the merger and without any action by any party or holder, shall be deemed terminated.

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or other securities of the surviving party, in whole or in part, into cash or other property is as follows:


1. The membership interests of Oasis which shall be outstanding immediately prior to the effective date shall at the effective date, by virtue of the merger and without any action on the part of the holder thereof, be deemed terminated.
2. The membership interest transfer books of Oasis shall be closed as of the close of business on the effective date and no transfer of record of any of the Oasis membership interests shall take place thereafter.
3. Any rights (if any) to acquire interests, shares, obligations or other securities of Oasis as of the effective date, by virtue of the merger and without any action by any party or holder, shall be deemed terminated.

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized or incorporated are as follows:

None _____

SIXTH: T B & L is to be manager managed. The manager's names and addresses are as follows: Thomas Andrea, 1190 26th Avenue North, Naples, Florida 34103 and Laurie Bellico Andrea, 1190 26th Avenue North, Naples, Florida 34103.

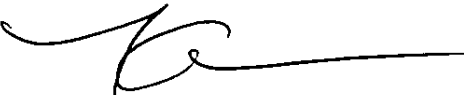
T & B OASIS, LLC, a Florida limited liability company


By: 
Thomas Andrea
Its: Manager and Member

By: 
Laurie Bellico Andrea
Its: Manager and Member

T B & L NAPLES, LLC, a Florida limited liability company

By: T & B OASIS, LLC, a Florida limited liability company, its manager

By: 
Thomas Andrea
Its: Manager and Member

By: 
Laurie Bellico Andrea
Its: Manager and Member

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