

P97000005427

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 26, 2012

JAMES A. HARTMAN
P.O. BOX 5396
SANTA BARBARA, CA 93150

SUBJECT: P.B.G.C. DEVELOPMENT COMPANY, INC.
Ref. Number: P97000005927

We have received your document for P.B.G.C. DEVELOPMENT COMPANY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Because BOTH entities are currently registered with this office (see attached printouts), a MERGER must be filed, not a CONVERSION. Attached are the proper forms.

There is a balance due of \$.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Leslie Sellers
Regulatory Specialist II

Letter Number: 012A00012786

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Williamsburg Playa / Orlando 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:

James A. Hartman

Contact Person

Firm/Company

P.O. Box 5396

Address

Santa Barbara, Ca. 93150

City, State and Zip Code

JHartman 1800 @ Yahoo . com

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

For further information concerning this matter, please call:

James Hartman

Name of Contact Person

at (407) 766 - 7860

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

FILED
12 MAY 21 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>PBGC Development Co.</u>	<u>Florida</u>	<u>corporation</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Williamsburg Plaza/Orlando LLC</u>	<u>Florida</u>	<u>LLC</u>

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

date filed

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

not applicable

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

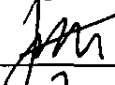
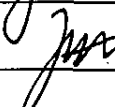
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: not applicable

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>PB&C Development Co.</u>		<u>James A. Hartman, President</u>
<u>Williamson Bay Plaza/Oakland LLC</u>		<u>James A. Hartman, Managing member</u>
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: For each Limited Liability Company: \$25.00 ✓
 For each Corporation: \$35.00 ✓
 For each Limited Partnership: \$52.50
 For each General Partnership: \$25.00
 For each Other Business Entity: \$25.00

Certified Copy (optional): \$30.00

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>PBGC Development Co.</u>	<u>Florida</u>	<u>Corporation</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Williamsbury Playa / Orlando LLC.</u>	<u>Florida</u>	<u>LLC</u>

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

PBGC Development Co. is hereby merged into
Williamsbury Playa / Orlando LLC, with Williamsbury
Playa / Orlando LLC being the surviving entity to
be effective on the date of filing the Certificate
of merger with the Division of Corporations,
Florida Secretary of State.

(Attach additional sheet if necessary)

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

Each share of stock in PB&C Development Co. shall be converted into a membership interest (one) in the surviving entity, Williamsburg Playa / Orlando LLC and shall be distributed to the shareholder of the merged entity.

(Attach additional sheet if necessary)

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

No such rights exist in either entity. All stock and interests in each entity are 100% owned by the same individual.

(Attach additional sheet if necessary)

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

none

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

none

(Attach additional sheet if necessary)