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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)



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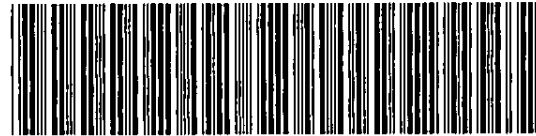
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A. LUNT

SEP 13 2012

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OFFICE OF THE CLERK OF THE
SUPREME COURT OF FLORIDA
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ENCLAVE LH, 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:

Pamela K. Bailey

Contact Person

Bryant Miller Olive P.A.

Firm/Company

101 North Monroe Street, Suite 900

Address

Tallahassee, FL 32301

City, State and Zip Code

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

For further information concerning this matter, please call:

Pamela K. Bailey

Name of Contact Person

at (850) 222-8611

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
FOR
FLORIDA LIMITED LIABILITY COMPANY
(ENCLAVE LH, LLC)**

FILED

2012 SEP 12 AM 9:56

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

THE UNDERSIGNED hereby make this Certificate of Merger pursuant to Section 608.4382, Florida Statutes, and the Florida Limited Liability Company Act (the "Act"), for the purpose of merging EAGLES LANDING V, LTD., an Alabama limited partnership, and ENCLAVE OF LYNN HAVEN, LLC, a Florida limited liability company, with and into ENCLAVE LH, LLC, a Florida limited liability company. Said partnership and limited liability companies are sometimes referred to collectively herein as the "Constituent Companies" and each, separately, as a "Constituent Company".

1. The exact name, address, jurisdiction, form/entity type, entity identification number and date of formation for each merging party are as follows:

Eagles Landing V, Ltd., an Alabama limited partnership
505 20th Street North, Suite 500
Birmingham, AL 35203
Alabama Organizational ID Number 502-455
Formed October 31, 1996

Enclave of Lynn Haven, LLC, a Florida limited liability company
2750 Old St. Augustine Road
Tallahassee, FL 32301
Florida Organizational ID Number L01000022528
Formed December 27, 2001

Enclave LH, LLC, a Florida limited liability company
2950 Harrison Avenue
Panama City, FL 32405
Florida Organizational ID Number L12000055749
Formed April 24, 2012

2. The attached Plan and Agreement of Merger and Reorganization (the "Plan") and this Certificate have been duly approved and executed by each of the Constituent Companies. The Plan and this Certificate have been duly approved by the unanimous consent of the general partner and members, respectively, of each of the Constituent Companies, and such consent is sufficient to authorize the merger of the Constituent Companies as provided for in said Plan.

3. As to each of the Constituent Companies, the Plan and the performance of its terms have been duly authorized by all actions required under (i) the laws of the jurisdiction under which such Constituent Company is organized; (ii) the partnership agreement of Eagles; (iii) the articles of organization and operating agreement of Enclave; and (iv) the articles of organization and operating agreement of Enclave LH.

4. The surviving Constituent Company shall be Enclave LH, LLC, a Florida limited liability company. There shall be no amendments to the Articles of Organization of Enclave LH, LLC, as a result of the merger.

5. The effective date of the merger shall be 12:01 a.m., September 13, 2012.

[Remainder of this page intentionally left blank]

THE UNDERSIGNED duly authorized members of the Constituent Companies have hereunto set their respective hands and seals this 10th day of Sept., 2012.

**EAGLES LANDING V, LTD., an Alabama
limited partnership**

BY ITS GENERAL PARTNER:

Arbor Properties, Inc., an Alabama corporation

By: W. Gordon Thames, Jr.

W. Gordon Thames, Jr., President

**ENCLAVE OF LYNN HAVEN, LLC, a Florida
limited liability company**

By: W. G. Thames, Jr.

William G. Thames, Jr., Manager
and Authorized Representative

**ENCLAVE LH, LLC, a Florida limited liability
company**

By: W. G. Thames, Jr.

William G. Thames, Jr., Manager
and Authorized Representative

2012 SEP 12 AM 9:56
CLERK OF STATE
ALABAMA

FILED

ATTACHMENT

Plan and Agreement of Merger and Reorganization

**PLAN AND AGREEMENT OF MERGER
AND REORGANIZATION**

(ENCLAVE LH, LLC)

FILED
2012 SEP 12 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS PLAN is made and entered into as of this 10th day of September, 2012, by and among EAGLES LANDING V, LTD., an Alabama limited partnership ("Eagles"), ENCLAVE OF LYNN HAVEN, LLC, a Florida limited liability company ("Enclave"), and ENCLAVE LH, LLC, a Florida limited liability company ("Enclave LH"). Eagles, Enclave and Enclave LH are sometimes referred to collectively herein as the "parties" and each separately as a "party", and sometimes as the "Constituents" and each separately as a "Constituent".

WITNESSETH:

THAT, WHEREAS, Eagles is the owner of certain real property located in Panama City, Florida, and the 144 unit multifamily housing complex located thereon, and the personal property, service contracts, accounts and other property used in connection with the operation of said complex (collectively the "Eagles Complex"); and

WHEREAS, Enclave is the owner of certain real property located in Panama City, Florida, and the 136 unit multifamily housing complex located thereon, and the personal property, service contracts, accounts and other property used in connection with the operation of said complex (collectively, the "Enclave Complex"); and

WHEREAS, the Eagles Complex and the Enclave Complex have recently been appraised and, based on such appraisal, it has been determined that the relative fair market values of the said complexes calculated on a per square foot basis are equal or very nearly equal; and

WHEREAS, Enclave LH is a limited liability company with nominal assets, formed for the sole purpose of facilitating the merger and reorganization contemplated by this Plan; and

WHEREAS, to facilitate the refinancing of their respective first mortgage loans, obtain efficiencies and economies of scale by consolidating their respective administrative, management and marketing functions, and to thereby enhance the overall value of their respective properties, the parties now desire to merge and consolidate their assets and operations into a single limited liability company through a transaction structured as a merger of partnership and limited liability companies as permitted by the laws of the States of Alabama and Florida, pursuant to which Eagles and Enclave will be merged with and into Enclave LH, with Enclave LH as the surviving limited liability company.

NOW, THEREFORE, in consideration of the premises, and for \$10.00 and other valuable consideration, the receipt and sufficiency of which is conclusively acknowledged, it is agreed as follows:

1. Merger. Upon the Effective Merger Date, each of Eagles and Enclave shall be merged with and into Enclave LH, with Enclave LH to be the sole surviving limited liability company. The merger shall be structured as a statutory merger of the Constituents in accordance with the applicable laws of Alabama and Florida, and in accordance with the terms and provisions set forth below.

2. Description of Constituents. The names, mailing addresses, states of organization, dates of formation and filing document numbers for each of the Constituents are as follows:

Eagles Landing V, Ltd., an Alabama limited partnership
505 20th Street North, Suite 500
Birmingham, AL 35203
Alabama Organizational ID Number 502-455
Formed October 31, 1996

Enclave of Lynn Haven, LLC, a Florida limited liability company
2750 Old St. Augustine Road
Tallahassee, FL 32301
Florida Organizational ID Number L01000022528
Formed December 27, 2001

Enclave LH, LLC, a Florida limited liability company
2950 Harrison Avenue
Panama City, FL 32405
Florida Organizational ID Number L12000055749
Formed April 24, 2012

3. Pre-Merger Ownership of Constituents. The ownership (and respective percentages of ownership) of the outstanding partnership and membership interests, respectively, of the Constituents immediately prior to the Effective Merger Date, are as follows:

<u>Eagles Landing V, Ltd.</u>	<u>Percentage of Partnership Interest</u>
Arbor Properties, Inc. (General Partner)	1%
William G. Thames, Sr. (Limited Partner)	70%
William G. Thames, Jr. (Limited Partner)	29%

<u>Enclave of Lynn Haven, LLC</u>	<u>Percentage of Membership Interest</u>
William G. Thames, Jr.	47%
Ono, Inc.	5%
Arbor Partnership, Ltd.	48%

4. Post-Merger Ownership of Constituents: Upon the Effective Merger Date, the partners and members, respectively, of each of Eagles and Enclave shall deliver and contribute their respective ownership interests in said companies to Enclave LH, in exchange for ownership interests in Enclave LH as provided for in this Section 4. The percentages of the ownership interests of each of the partners and members of Eagles and Enclave shall thereby automatically be converted into the ownership of a proportionate percentage of the outstanding membership interests in Enclave LH.

Upon the Effective Merger Date, the percentages of ownership of the outstanding membership interests of the Constituents described in Section 2 above shall automatically convert to the ownership of a membership interest in the surviving limited liability company, Enclave LH, in the following percentages:

Arbor Partnership, Ltd.	48.51%
William G. Thames, Jr.	37.74%
William G. Thames, Sr.	10.80%
Ono, Inc.	2.42%
Arbor Properties, Inc.	0.53%

Such percentages have been determined based on the said members' respective proportionate percentages of the outstanding partnership and membership interests in each of Eagles and Enclave, and the proportionate square footage which each of the Eagles Complex and the Enclave Complex bears to the total square footage of the said complexes. The effect of such calculation being to insure that each partner and member of Eagles and Enclave receives a membership interest in Enclave LH that is equal (or as nearly equal as possible) to the fair market value of such member's pre-merger partnership and membership interest in Eagles and Enclave.

5. Effective Merger Date: The reorganization and merger contemplated hereby shall be effective on September 13, 2012 (the "Effective Merger Date"). The Articles of Merger or Certificate of Merger required to be filed with the appropriate offices of the State of Alabama and the State of Florida (collectively, the "Articles") will reflect such date as the effective date of the merger; provided, however, that if there is any delay in the filing of the Articles after the date of this Plan, then the Manager of Enclave LH may determine a later Effective Merger Date

and may cause such date to be inserted in the Articles. Said Articles shall be in substantially forms attached hereto as Composite Exhibit "A" and incorporated herein by reference.

6. Articles/Certificates of Merger: On or prior to the Effective Merger Date, each of the Constituents shall cause the Articles to be duly executed for filing with the appropriate offices of the State of Alabama and the State of Florida. The Manager of Enclave LH shall receive the Articles and cause the same to be filed and all filing fees to be paid.

7. Effect of Merger/Transfer of Membership Interests: Upon the Effective Merger Date, each of Eagles and Enclave shall be merged with and into Enclave LH, with Enclave LH exist as the surviving limited liability company under Florida Law, subject to and in accordance with the following:

- a. Each of the membership interests in the Constituents described in Section 2 above shall automatically be converted to and become a membership interest in Enclave LH in the percentage described in Section 4 above.
- b. Enclave LH shall be vested in and succeed to, and be the sole owner of, all of the assets of any type or nature, real and personal, tangible and intangible, which were owned by the other Constituents immediately prior to the Effective Merger Date.
- c. Enclave LH shall succeed to and be responsible for all debts, contracts, notes, accounts and other obligations or liabilities of any of the other Constituents existing immediately prior to the Effective Merger Date.
- d. The Articles of Organization of the surviving limited liability company shall be the Articles of Organization of Enclave LH, LLC, a Florida limited liability company, filed with the Florida Secretary of State on April 24, 2012, and assigned Document Number L12000055749.

8. Termination of Merger: At any time prior to the Effective Merger Date, if Enclave LH determines, in the sole discretion of its Manager, that it is not in the best interests of Enclave LH to consummate the Merger, then it may terminate this Plan by giving written notice of such intent to the other Constituents. In such event, this Plan shall terminate and the Constituents shall continue to exist and operate as separate entities and under the same ownership structures as provided for in Section 3 above.

9. Tax Matters: Each of the Constituents is treated and classified as a partnership for federal (and, if applicable, state) income tax purposes (but for no other purposes), and the survivor, Enclave LH, shall be and remain treated as a partnership for federal (and, if applicable, state) income tax purposes (but for no other purposes). To the full extent permitted under the applicable provisions of the Internal Revenue Code of 1986, as amended, and the

applicable Treasury Regulations, the transactions contemplated hereby shall be accomplished in the nature of a reorganization of the constituents in such a manner as to minimize the resulting taxable income or gain to any of the Constituents or their respective equity owners.

10. Governing Law: The validity, interpretation, and performance of this Plan shall be governed by, construed, and enforced in accordance with the laws of the State of Florida, and, to the extent required with regard to Eagles, the State of Alabama.

11. Entire Agreement; Counterparts: This Plan and the Exhibit attached hereto contain the entire agreement between the parties hereto with respect to the contemplated merger. This Plan may be executed in any number of counterparts, all of which taken together shall be deemed one original.

12. Attorneys' Fees: Except as expressly provided herein, each party shall be responsible for and shall pay its own attorneys' fees in connection with the negotiation and preparation of this Plan. In the event of any litigation arising out of or brought for the purpose of enforcing or interpreting this Plan or any of the terms hereof including any indemnity provision, the prevailing party shall be entitled to the costs thereof, including reasonable attorneys' fees at all levels of such litigation

[Remainder of page intentionally blank]

IN WITNESS WHEREOF, the undersigned have executed this Plan and Agreement of Merger and Reorganization this 10th day of ~~August~~ September, 2012.

**EAGLES LANDING V, LTD., an Alabama
limited partnership**

BY ITS GENERAL PARTNER:
Arbor Properties, Inc., an Alabama corporation

By: W. Gordon Thames, Jr.
W. Gordon Thames, Jr., President

**ENCLAVE OF LYNN HAVEN, LLC, a Florida
limited liability company**

By: W. G. Thames, Jr.
William G. Thames, Jr., Manager

**ENCLAVE LH, LLC, a Florida limited liability
company**

By: W. G. Thames, Jr.
William G. Thames, Jr., Manager

Composite Exhibit "A"

1. **Form of Articles of Merger (to be filed in Alabama)**
2. **Form of Certificate of Merger (to be filed in Florida)**

FORM OF
ARTICLES OF MERGER
(Alabama)

THE UNDERSIGNED hereby make these Articles of Merger pursuant to Section 10A-9-11.06, of the Alabama Uniform Limited Partnership Law of 2012 (the "Act"), for the purpose of merging EAGLES LANDING V, LTD., an Alabama limited partnership, and ENCLAVE OF LYNN HAVEN, LLC, a Florida limited liability company, with and into ENCLAVE LH, LLC, a Florida limited liability company. Said limited partnership and limited liability companies are sometimes referred to collectively herein as the "Constituent Companies" and each, separately, as a "Constituent Company".

ARTICLE I

The names, mailing addresses, jurisdictions, and dates of formation of the Constituent Companies, who are the sole parties to the merger, are as follows:

Eagles Landing V, Ltd., an Alabama limited partnership
505 20th Street North, Suite 500
Birmingham, AL 35203
Alabama Organizational ID Number 502-455
Formed October 31, 1996

Enclave of Lynn Haven, LLC, a Florida limited liability company
2750 Old St. Augustine Road
Tallahassee, FL 32301
Florida Organizational ID Number L01000022528
Formed December 27, 2001

Enclave LH, LLC, a Florida limited liability company
2950 Harrison Avenue
Panama City, FL 32405
Florida Organizational ID Number L12000055749
Formed April 24, 2012

ARTICLE II

A Plan and Agreement of Merger and Reorganization (the "Plan") has been approved and executed by each of the Constituent Companies. The Plan and these Articles have been approved by the unanimous consent of the members of each of the Constituent Companies, and such consent is sufficient to authorize the merger of the Constituent Companies as provided for

in said Plan and Agreement of Merger under the laws of the respective jurisdictions under which the Constituent Companies are organized.

ARTICLE III

The surviving Constituent Company shall be Enclave LH, LLC, a Florida limited liability company.

ARTICLE IV

The effective date of the merger shall be 12:01 a.m., September 13, 2012.

ARTICLE V

The Plan is on file at the place of business of Enclave LH, LLC, 2950 Harrison Avenue, Panama City, Florida 32405.

ARTICLE VI

A copy of the Plan will be furnished by Enclave LH, LLC, on request and without cost, to any member of any of the Constituent Companies, or any person holding an interest in any of the Constituent Companies.

ARTICLE VII

The surviving Constituent Company, Enclave LH, LLC, hereby consents to service of process on it by registered mail addressed to it at the office required to be maintained by it for service of process in the State of Florida.

[Remainder of this page intentionally left blank]

THE UNDERSIGNED duly authorized members of the Constituent Companies have hereunto set their respective hands and seals this ____ day of _____, 2012.

**EAGLES LANDING V, LTD., an Alabama
limited partnership**

BY ITS GENERAL PARTNER:
Arbor Properties, Inc., an Alabama corporation

By: _____
W. Gordon Thames, Jr., President

**ENCLAVE OF LYNN HAVEN, LLC, a Florida
limited liability company**

By: _____
William G. Thames, Jr., Manager

**ENCLAVE LH, LLC, a Florida limited liability
company**

By: _____
William G. Thames, Jr., Manager

FORM OF
CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY
(ENCLAVE LH, LLC)

THE UNDERSIGNED hereby make this Certificate of Merger pursuant to Section 608.4382, Florida Statutes, and the Florida Limited Liability Company Act (the "Act"), for the purpose of merging EAGLES LANDING V, LTD., an Alabama limited partnership, and ENCLAVE OF LYNN HAVEN, LLC, a Florida limited liability company, with and into ENCLAVE LH, LLC, a Florida limited liability company. Said partnership and limited liability companies are sometimes referred to collectively herein as the "Constituent Companies" and each, separately, as a "Constituent Company".

1. The exact name, address, jurisdiction, form/entity type, entity identification number and date of formation for each merging party are as follows:

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505 20th Street North, Suite 500
Birmingham, AL 35203
Alabama Organizational ID Number 502-455
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Enclave of Lynn Haven, LLC, a Florida limited liability company
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Florida Organizational ID Number L01000022528
Formed December 27, 2001

Enclave LH, LLC, a Florida limited liability company
2950 Harrison Avenue
Panama City, FL 32405
Florida Organizational ID Number L12000055749
Formed April 24, 2012

2. The attached Plan and Agreement of Merger and Reorganization (the "Plan") and this Certificate have been duly approved and executed by each of the Constituent Companies. The Plan and this Certificate have been duly approved by the unanimous consent of the general partner and members, respectively, of each of the Constituent Companies, and such consent is sufficient to authorize the merger of the Constituent Companies as provided for in said Plan.

3. As to each of the Constituent Companies, the Plan and the performance of its terms have been duly authorized by all actions required under (i) the laws of the jurisdiction under which such Constituent Company is organized; (ii) the partnership agreement of Eagles; (iii) the articles of organization and operating agreement of Enclave; and (iv) the articles of organization and operating agreement of Enclave LH.

4. The surviving Constituent Company shall be Enclave LH, LLC, a Florida limited liability company. There shall be no amendments to the Articles of Organization of Enclave LH, LLC, as a result of the merger.

5. The effective date of the merger shall be 12:01 a.m., September 13, 2012.

[Remainder of this page intentionally left blank]

THE UNDERSIGNED duly authorized members of the Constituent Companies have hereunto set their respective hands and seals this ____ day of _____, 2012.

**EAGLES LANDING V, LTD., an Alabama
limited partnership**

BY ITS GENERAL PARTNER:
Arbor Properties, Inc., an Alabama corporation

By: _____
W. Gordon Thames, Jr., President

**ENCLAVE OF LYNN HAVEN, LLC, a Florida
limited liability company**

By: _____
William G. Thames, Jr., Manager
and Authorized Representative

**ENCLAVE LH, LLC, a Florida limited liability
company**

By: _____
William G. Thames, Jr., Manager
and Authorized Representative