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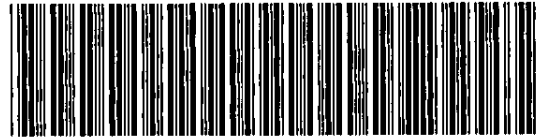
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**DATE: 12/26/12**

**NAME: D. DIZNEY DOUBLE DIAMOND, LLC**

**TYPE OF FILING: MERGER**

**COST: 50.00**

**RETURN: PLAIN COPY PLEASE**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

*Abbie Hodge*

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*File Second*

*\* Please note the effective  
date in #6*

Effective date  
1-1-13

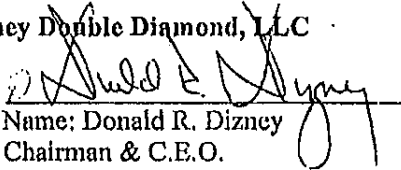
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TALLAHASSEE, FLORIDA

Articles of Merger  
of  
D. Dizney Double Diamond, LLC  
with and into  
Dizney Double Diamond, LLC ✓

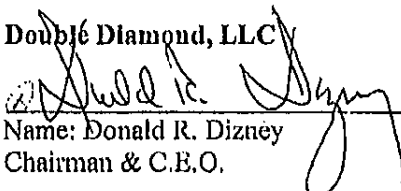
1. These Articles of Merger are submitted to merge D. Dizney Double Diamond, LLC, a limited liability company organized pursuant to the laws of the State of Florida (hereinafter "DDDD") with and into Dizney Double Diamond, LLC, a limited liability company (hereinafter the "Company"), in accordance with Florida Statutes § 608.4382.
2. The attached Agreement and Plan of Merger was unanimously approved by the members of DDDD in accordance with the applicable provisions of Florida Statutes chapter 608.
3. The attached Agreement and Plan of Merger was unanimously approved by the members of the Company in accordance with the applicable provisions of Florida Statutes chapter 608.
4. Pursuant to the Plan of Merger, DDDD will be merged with and into the Company.
5. The Company is the limited liability company surviving the merger.
6. This merger shall be effective at 12:02 a.m. on the 1<sup>st</sup> day of January, 2013, which is less than 90 days after the date this document is filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, these Articles of Merger and the attached Agreement and Plan of Merger are hereby executed on behalf of D. Dizney Double Diamond, LLC and Dizney Double Diamond, LLC by their respective authorized members and/or representatives.

D. Dizney Double Diamond, LLC

Signed:   
Printed Name: Donald R. Dizney  
Title: Chairman & C.E.O.

Dizney Double Diamond, LLC

Signed:   
Printed Name: Donald R. Dizney  
Title: Chairman & C.E.O.

**Agreement and Plan of Merger  
of  
D. Dizney Double Diamond, LLC  
with and into  
Dizney Double Diamond, LLC**

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TALLAHASSEE, FLORIDA

1. Plan of Merger. This Agreement and Plan of Merger proposes a merger of D. Dizney Double Diamond, LLC, a limited liability company organized pursuant to the laws of the State of Florida (hereinafter "DDDD"), with and into Dizney Double Diamond, LLC, a limited liability company organized pursuant to the laws of the State of Florida (hereinafter the "Company"), in accordance with Florida Statutes § 608.438.
2. Surviving Entity. Dizney Double Diamond, LLC will be the surviving entity following the merger, which is to be effective on January 1, 2013.
3. Terms and Conditions. The terms and conditions of the merger are as follows:
  - (i) This Agreement and Plan of Merger shall be approved by the members of each of DDDD and the Company in accordance with Florida Statutes § 608.4381;
  - (ii) Each member of DDDD waives any requirement of further notice pursuant to or as otherwise required by Florida Statutes § 608.4381(3);
  - (iii) Each member of the Company waives any requirement of further notice pursuant to or as otherwise required by Florida Statutes § 608.4381(3);
  - (iv) Upon the effective time and date of the Articles of Merger, DDDD shall merge with and into the Company, whereupon its separate existence as a limited liability company shall cease;
  - (v) Upon the effective time and date of the Articles of Merger, the title to all real estate and other property, or any interest therein, owed by DDDD shall be vested in the Company without reversion or impairment by reason of the merger;
  - (vi) Upon the effective time and date of the Articles of Merger, the Company shall be responsible and liable for all the liabilities and obligations of DDDD, including liabilities arising out of appraisal rights under Florida Statutes § 608.4381-§ 608.43595;
  - (vii) Any claim existing or action or proceeding pending by or against DDDD or the Company may continue as if the merger did not occur, and with respect to any action or proceeding pending by or against DDDD as of the effective time and date of the Articles of Merger, the name of the Company may be substituted in the proceeding for that of DDDD;
  - (viii) Neither the rights of creditors nor liens upon the property of DDDD or the Company shall be impaired by the merger; and

(ix) The membership interests in DDDD shall, upon the effective time and date of the Articles of Merger, be converted into membership interests in the Company as otherwise provided in this Agreement and Plan of Merger.

4. Conversion of Interests. 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 survivor, in whole or in part, into cash or other property is as follows:

- (i) Upon the effective time and date of the Articles of Merger, each membership interest in the Company issued as of immediately before the effective time and date of the Articles of Merger shall be cancelled;
- (ii) Upon the effective time and date of the Articles of Merger, each Class A Membership Interest in DDDD shall be exchanged for a Class A Membership Interest in the Company;
- (iii) Upon the effective time and date of the Articles of Merger, each series B.1 Class B Membership Interest in DDDD shall be exchanged for a series B.1 Class B Membership Interest in the Company; and
- (iv) Upon the effective time and date of the Articles of Merger, each series B.2 Class B Membership Interest in DDDD shall be exchanged for a series B.2 Class B Membership Interest in the Company.

5. Conversion of Rights to Acquire Interests. There exists no rights to acquire the interests, shares, obligations or other securities of either party to the merger.

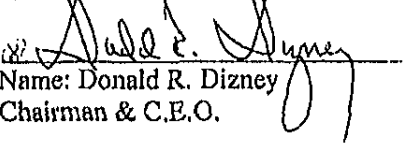
6. Surviving LLC Managers. The Company's management is vested in the following manager:

Donald R. Dizney  
603 Main Street  
Windermere, Florida 34786

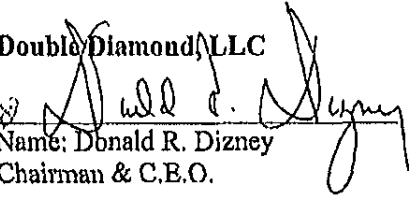
7. No Amendment. This Agreement and Plan of Merger does not provide for the amendment of the Articles of Organization or the Operating Agreement of the Company.

IN WITNESS WHEREOF, the foregoing Agreement and Plan of Merger has been approved by all of the members of D. Dizney Double Diamond, LLC and of Dizney Double Diamond, LLC.

D. Dizney Double Diamond, LLC

Signed:   
Printed Name: Donald R. Dizney  
Title: Chairman & C.E.O.

Dizney Double Diamond, LLC

Signed:   
Printed Name: Donald R. Dizney  
Title: Chairman & C.E.O.