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TALLAHASSEE, FLORIDA
14 AUG 11 PM 3:18

Merger (LLC)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 29, 2014

ANDRE J. PATRONE
PATRONE & KEMP, P.A.
12685 NEW BRITTANY BLVD
FORT MYERS, FL 33907 US

SUBJECT: EGMF ESTERO 1, LLC
Ref. Number: L13000052900

We have received your document for EGMF ESTERO 1, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Limited Liability Company Articles of Merger must be filed pursuant to Florida Statutes Chapter 605.1025.

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) 245-6050.

Tina D Carter
Regulatory Specialist

Letter Number: 314A00016161

RECEIVED
14 AUG 11 PM 1:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

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TALLAHASSEE, FLORIDA

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The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, 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>EGMF Estero 2, LLC</u>	<u>Cape Coral, FL</u>	<u>LLC</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </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>EGMF Estero 1, LLC</u>	<u>Cape Coral, FL</u>	<u>LLC</u>

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).



FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed 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:

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
EGMF Estero 2, LLC		Karen A. Skinner
EGMF Estero 1, LLC		Karen A. Skinner

- 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 an authorized person

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	<u>Certified Copy (optional):</u>	\$30.00

PLAN OF MERGER

The following Plan of Merger is submitted as an attachment to the Articles of Merger for EGMF ESTERO 2, LLC and EGMF ESTERO 1, LLC in accordance with Florida Statute 605.1022.

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

EGMF ESTERO 2, Limited Liability Company, Cape Coral, Florida (the merging entity)

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

EGMF ESTERO 1, Limited Liability Company, Cape Coral, Florida (the surviving entity)

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

A. The merging entity, EGMF ESTERO 2, LLC shall be merged into the surviving entity, EGMF ESTERO 1, LLC and the effect of such merger shall be as stated in s.605.1022, Florida Statutes. The merging LLC shall be merged with and into the surviving LLC, the separate and corporate existence of the merging LLC shall cease, and the surviving LLC shall continue its corporate existence under the laws of the state of Florida under its present name.

B. The surviving LLC shall possess and retain every interest of the merging LLC in all assets of every description wherever located. All rights, privileges, immunities, powers, and authority of the merging LLC shall become vested in the surviving LLC without further act or deed, and such interest and title shall not in any way be impaired by reason of the merger.

C. All obligations belonging to or due to the merging LLC shall be vested in the surviving LLC without further act or deed. The surviving LLC shall be liable for all of the obligations of the merging LLC existing effective as of the date the Articles of Merger are filed with the Florida Department of State.

D. A dissenting member (if any) of either limited liability company has the right to be paid approval rights pursuant to F.S. 605.1006 and F.S. 605.1061-605.1072.

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FLORIDA

FOURTH: 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:

The surviving LLC is charged with converting all interests and title from the merging LLC to the surviving LLC as soon as practicable. Any valuation required for this conversation shall be as of the date of the filing of the Articles of Merger.


FIFTH: The name and business address of the manager or managing member of the surviving limited liability company is as follows:

Karen A. Skinner, Registered Agent and Manager
P.O. Box 9229
Fort Myers, FL 33902



Karen A. Skinner, Registered Agent and Manager
of EGMF ESTERO 2, LLC

6.30.14
Date



Karen A. Skinner, Registered Agent and Manager
of EGMF ESTERO 1, LLC

6.30.14
Date

JOINT RESOLUTION OF THE MANAGERS AND MEMBERS OF EGMF ESTERO 1, LLC AND EGMF ESTERO 2, LLC AND THE BOARD OF DIRECTORS OF THE EDWARD AND GALE MCBRIDE FOUNDATION, INC TO MERGE EGMF ESTERO 2, LLC, INTO EGMF ESTERO 1, LLC

WHEREAS, EGMF ESTERO 2, LLC and EGMF ESTERO 1, LLC conduct similar business transactions on a regular basis; and

WHEREAS, EGMF ESTERO 2, LLC AND EGMF ESTERO 1, LLC have the same registered agent, manager and sole member.

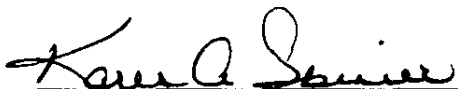
WHEREAS, EGMF ESTERO 2, LLC and EGMF ESTERO 1, LLC wish to operate their business in the most efficient manner possible; and

WHEREAS, EGMF ESTERO 2, LLC, EGMF ESTERO 1, LLC and the Edward and Gale McBride Foundation, Inc. have fully reviewed and approved the Articles of Merger and Plan of Merger for merging EGMF ESTERO 2, LLC into EGMF ESTERO 1, LLC with EGMF ESTERO 1, LLC surviving.

IT IS THEREFORE RESOLVED THAT:


EGMF ESTERO 2, LLC will merge into EGMF ESTERO 1, LLC pursuant to the terms and conditions outlined in the Plan of Merger, and EGMF ESTERO 1, LLC shall survive.

Karen A. Skinner, as Manager of EGMF ESTERO 1, LLC and EGMF ESTERO 2, LLC shall be authorized to execute and file such documents as are needed to accomplish this merger.



Karen A. Skinner, Manager of EGMF ESTERO 1, LLC

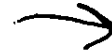
6.30.14
Date



Karen A. Skinner, Manager of EGMF ESTERO 2, LLC

6.30.14
Date

Daniel Squire McBride, President of the Edward and Gale
McBride Foundation, Inc., the sole member of EGMF
ESTERO 1, LLC and EGMF ESTERO 2, LLC



Date

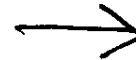
Approved by members of EGMF 1, LLC and EGMF 2, LLC:

Edward and Gale McBride Foundation, Inc., as sole member of EGMF 1, LLC and EGMF 2,
LLC, by all of its Directors:

Karen A. Skinner, Director

6.30.14

Date



Daniel S. McBride, Director and President

Date

Kathleen Ireland, Director

7-3-14

Date

Daniel S. McBride
Daniel Squire McBride, President of the Edward and Gale
McBride Foundation, Inc., the sole member of EGMF
ESTERO 1, LLC and EGMF ESTERO 2, LLC

7/2/14
Date

Approved by members of EGMF 1, LLC and EGMF 2, LLC:

Edward and Gale McBride Foundation, Inc., as sole member of EGMF 1, LLC and EGMF 2,
LLC, by all of its Directors:

Karen A. Skinner, Director

Date

Daniel S. McBride
Daniel S. McBride, Director and President

7/2/14
Date

Kathleen Ireland, Director

Date