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**MERGER OR SHARE EXCHANGE  
CPLP DEVELOPMENT, LLC**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*DSR*  
*9/10/13*

ARTICLES OF MERGER OF  
CPLP LOTS, LLC,  
INTO  
CPLP DEVELOPMENT, LLC

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CPLP Development, LLC, a Florida limited liability company ("Development"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of CPLP Lots, LLC, a Florida limited liability company ("CPLP Lots"), with and into Development. Development shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by Development in accordance with Section 608.4381, Florida Statutes.
3. The foregoing Plan of Merger was approved by CPLP Lots in accordance with Section 608.4381, Florida Statutes.
4. The effective date of the merger is the date these Articles of Merger are filed with the Department of State, which shall be as soon as practicable on or after August 1, 2013.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities as of the Effective Date.

CPLP LOTS, LLC,  
a Florida limited liability company

By: Vanguard Realtors, LLC,  
a Florida limited liability company  
Its Manager

By:   
John R. Peshkin  
As its Manager

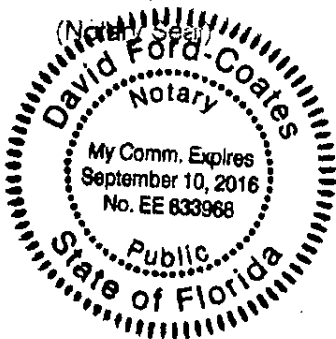
CPLP DEVELOPMENT, LLC,  
a Florida limited liability company

By: Vanguard Realtors, LLC,  
a Florida limited liability company  
Its Manager

By:   
John R. Peshkin  
As its Manager

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of August 2013, by John R. Peshkin, as Manager of Vanguard Realtors, LLC, a Florida limited liability company on behalf of the company. The above-named person is personally known to me or has produced FL DL as identification. If no type of identification is indicated, the above-named person is personally known to me.



[Signature]  
Signature of Notary Public

David Ford-Coates  
Print Name of Notary Public

I am a Notary Public of the State of Florida,  
and my commission expires on 9/10/16

**EXHIBIT A**

**PLAN OF MERGER  
OF CPLP LOTS, LLC,  
WITH AND INTO  
CPLP DEVELOPMENT, LLC**

CPLP Lots, LLC, a Florida manager-managed limited liability company, and CPLP Development, LLC, a Florida manager-managed limited liability company, hereby adopt and approve the following plan as the Plan of Merger required by Section 608.438, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are CPLP Lots, LLC, a Florida manager-managed limited liability company ("CPLP Lots"), and CPLP Development, LLC, a Florida manager-managed limited liability company ("Development"). As a result of the merger, CPLP Lots shall be merged with and into Development. Development shall be the surviving business entity.

2. The merger shall be effective on the date the Articles of Merger are filed with the Department of State (the "Effective Date").

3. As a result of the merger, the sole membership interest in CPLP Lots shall be cancelled.

4. The name and address of the Manager for CPLP Lots is Vanguard Realtors, LLC, 7350 Point of Rocks Road, Sarasota, Florida 34242-2641.

5. The name and address of the Manager for Development is Vanguard Realtors, LLC, 7350 Point of Rocks Road, Sarasota, Florida 34242-2641.

6. This plan shall be submitted to the Member and Manager of CPLP Lots for approval. This plan shall be submitted to the Members and Manager of Development for approval.

7. Each member of Development having a membership interest in Development immediately prior to the Effective Date will hold the same membership interests, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

8. The Member and Manager of CPLP Lots and the Members and Manager of Development are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.

9. There are no other terms of or conditions to the merger.