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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

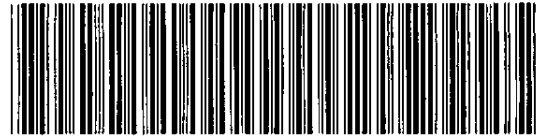
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2014 AUG 13 AM 9:15

Morgan/CC
10.8.14.14

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Celebration Pointe Holdings, LLC

Signature _____

Requested by: Seth

08/13/14

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
☒ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CELEBRATION POINTE HOLDINGS, LLC, a Florida limited liability

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Charles I. Holden, Jr.

Contact Person

Holden, Carpenter & Roscow, PL

Firm/Company

5608 NW 43rd Street

Address

Gainesville, Florida 32653

City, State and Zip Code

svein@vikingconstruction.org

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

For further information concerning this matter, please call:

Charles I. Holden, Jr. at (352) 377-5900

Name of Contact Person

Area Code

Daytime Telephone Number

| Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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

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>
Celebration Pointe Partners, LLC	Florida	limited liability company
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
Celebration Pointe Holdings, LLC	Florida	limited liability company
_____	_____	_____

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).

****SEE ATTACHED PLAN OF MERGER****

FILED
CLERK OF DISTRICT COURT
14 JUL 13 04:59 PM

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:

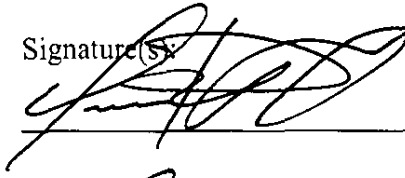
N/A

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

Celebration Pointe Partners, LLC

Signature(s):

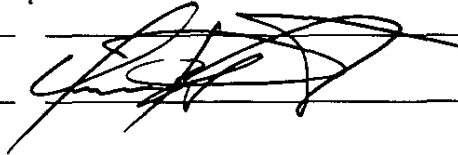


Typed or Printed

Name of Individual:

Svein Dyrkolbotn

Celebration Pointe Holdings, LLC



Svein Dyrkolbotn

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	Certified Copy (optional):	\$30.00

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 605.1022, F.S. and in accordance with the laws of any other applicable jurisdiction.

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>
CELEBRATION POINTE PARTNERS, LLC	FLORIDA	limited liability company

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

<u>NAME</u>	<u>JURISDICTION</u>	<u>FORM/ENTITY TYPE</u>
CELEBRATION POINTE HOLDINGS, LLC	FLORIDA	limited liability company

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

A. Terms and Conditions. On the effective date of the merger, the separate existence of the merging party shall cease, and the surviving party shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the merging party, without the necessity for any separate transfer. The surviving party shall thereafter be responsible and liable for all liabilities and obligations of the merging party, and neither the rights of

creditors nor any liens on the property of the merging party shall be impaired by the merger.

B. Exchange of Units of Membership. MJN SOLUTIONS, LLC, ROYAL OAKS OF GAINESVILLE, LLC, SHD-CELEBRATION POINTE, LLC, and PATRICIA A. SHIVELY are the Members of the Merging Party. Through this Plan of Merger, the outstanding units of membership owned by the Members of the merging party shall be exchanged for membership units in the surviving party as of the effective date of the merger. In exchange for the units of ownership in the surviving company, Members of the merging party shall receive the following units of ownership in the surviving company, CELEBRATION POINTE HOLDINGS, LLC:

MJN Solutions, LLC	2,000,000 Class A Units (100% of Class A)
Royal Oaks of Gainesville, LLC	500,000 Class C Units (2.851% of Class C)
SHD-Celebration Pointe, LLC	7,999,667 Class C Units (61.53% of Class C)
Patricia A. Shively	3,000,000 Class B Units (100% of Class B)
Patricia A. Shively	4,500,333 Class C Units (34.62% of Class C)

C. Changes in Articles of Organization. The Articles of Organization of the surviving party shall continue to be its Articles or Organization, without Amendment, following the effective date of the merger.

D. Changes in Operating Agreement . The Operating

Agreement of the surviving party shall continue to be its Operating Agreement, without Amendment, following the effective date of the merger.

E. Manager. The Manager of the surviving party on the effective date of the merger shall continue as the Manager of the surviving party until its successor has been elected or appointed and qualified.

F. Prohibited Transactions. Neither of the constituent parties shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the merging and surviving parties may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

G. Approval by Members and Managers. This plan of merger shall be submitted for the approval of the Members and Manager of the surviving party and the Members and Manager of the merging party, in the manners provided by the applicable laws of the State of Florida at meetings to be held on or before July 15, 2014, or at such other time as to which the Members and Manager of the surviving party and Members and Managers of the merging party may agree.

H. Effective Date of Merger. The effective date of this merger shall be the date when the certificate of merger is filed by the Florida Department of State.

I. Abandonment of Merger. This plan of merger may be

abandoned by action of the Members and Manager of the surviving party and Members and Managers of the merging party at any time prior to the effective date or on the happening of either of the following events:

(a) If the merger is not approved by the Members and Manager of the surviving party or the Members and Managers of the merging party on or before July 15, 2014; or

(b) If, in the judgment of the Members and Manager of the surviving party the merger would be impracticable because of the number of dissenting Members asserting appraisal rights under the laws of the State of Florida.

J. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

CELEBRATION POINTE PARTNERS,
LLC, a Florida limited
liability company

By: 
SVEIN DYRKOLBOTN, Its Manager

CELEBRATION POINTE HOLDINGS,
LLC, a Florida limited
liability company
By: SHD-CELEBRATION POINTE,
LLC, a Florida limited
liability company, its Manager

By: 
SVEIN DYRKOLBOTN, Its Manager