

Division of Corporations

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Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
LALP DEVELOPMENT, LLC**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER OF
LALP LOTS I, LLC,
AND
LALP LOTS OB, LLC,
INTO
LALP DEVELOPMENT, LLC**

FILED
DEPARTMENT OF STATE
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The following Articles of Merger are submitted to merge the following Florida limited liability companies in accordance with Section 605.1025, Florida Statutes. **LALP 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 **LALP Lots I, LLC**, a Florida limited liability company ("Lots I"), and **LALP Lots OB, LLC**, a Florida limited liability company ("Lots OB"), 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 the Member of Lots I in accordance with Section 605.1023, Florida Statutes.
3. The foregoing Plan of Merger was approved by the Member of Lots OB in accordance with Section 605.1023, Florida Statutes.
4. The foregoing Plan of Merger was approved by Development in accordance with Section 605.1023, Florida Statutes.
5. The effective date of the merger is the date these Articles of Merger are filed with the Department of State.

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

LALP LOTS I, LLC,
a Florida limited liability company

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

By: 
John R. Peshkin
As its Manager

LALP LOTS OB, LLC,
a Florida limited liability company

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

By: 
John R. Peshkin
As its Manager

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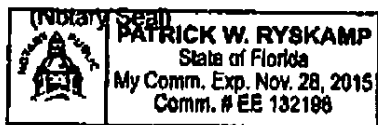
LALP DEVELOPMENT, LLC,
a Florida limited liability company

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


John R. Peshkin
As its Manager

STATE OF FLORIDA
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 8th day of September 2014, 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 _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.




Signature of Notary Public

Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires on _____.

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EXHIBIT A

**PLAN OF MERGER
OF LALP LOTS I, LLC,
AND
LALP LOTS OB, LLC,
WITH AND INTO
LALP DEVELOPMENT, LLC**

LALP Lots I, LLC, a Florida manager-managed limited liability company; LALP Lots OB, LLC, a Florida manager-managed limited liability company; and LALP Development, LLC, a Florida manager-managed limited liability company; hereby adopt and approve the following plan as the Plan of Merger required by Section 605.1022, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are LALP Lots I, LLC, a Florida manager-managed limited liability company ("Lots I"); LALP Lots OB, LLC, a Florida manager-managed limited liability company ("Lots OB"); and LALP Development, LLC, a Florida manager-managed limited liability company ("Development"). As a result of the merger, Lots I and Lots OB 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 Lots I shall be cancelled.
4. As a result of the merger, the sole membership interest in Lots OB shall be cancelled.
5. The name and address of the Manager for Lots I is Vanguard Realtors, LLC, a Florida limited liability company, 7350 Point of Rocks Road, Sarasota, Florida 34242.
6. The name and address of the Manager for Lots OB is Vanguard Realtors, LLC, a Florida limited liability company, 7350 Point of Rocks Road, Sarasota, Florida 34242.
7. The names and address of the Manager for Development is Vanguard Realtors, LLC, a Florida limited liability company, 7350 Point of Rocks Road, Sarasota, Florida 34242.
8. This plan shall be submitted to the Member and Manager of Lots I for approval. This plan shall be submitted to the Member and Manager of Lots OB for approval. This plan shall be submitted to the Members and Manager of Development for approval.
9. Each Member of Development having a membership interest in Development prior to the Effective Date will hold the same membership interests, with

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identical designations, preferences, limitations, and relative rights, immediately after the merger.

10. The Member and Manager of Lots I, the Member and Manager of Lots OB, 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.

11. There are no other terms or conditions to the merger.

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