

Division of Corporations

Page 1 of 1

L14 000050 22

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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(((H19000266205 3)))



H190002662053ABC+

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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN P.A.
Account Number : 072720000266
Phone : (941) 366-4800
Fax Number : (941) 552-7141

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

S TALLENT

SEP 06 2019

MERGER OR SHARE EXCHANGE LALP DEVELOPMENT, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$135.75

125.00
+ 30.00
155.00

merger

→ This is the amount that printed on electronic filing cover sheet. Shouldn't this be \$155 instead? In the past, I have heard from the State that the merger filing cover sheets not reflect actual correct Help amount.

Thank you.

Electronic Filing Menu

Corporate Filing Menu

Florida Department of State
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Electronic Filing Cover Sheet

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H190002662053ABC

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To:

Division of Corporations
 Fax Number : (850) 617-6330

From:

Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.
 Account Number : 072720000266
 Phone : (941) 366-4800
 Fax Number : (941) 552-7141

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

MERGER OR SHARE EXCHANGE
LALP DEVELOPMENT, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$133.75

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Electronic Filing Menu Corporate Filing Menu

Thank you.

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ARTICLES OF MERGER OF
 LALP LOTS VII, LLC, - L12000152460✓
 LALP LOTS X, LLC, - L12000152469✓
 LALP LOTS XI, LLC, - L12000152459✓
 AND
 LALP OPTION 1, LLC, - L14000135317✓
 INTO
 LALP DEVELOPMENT, LLC - L14000050223✓

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 VII, LLC**, a Florida limited liability company, **LALP Lots X, LLC**, a Florida limited liability company, **LALP Lots XI, LLC**, a Florida limited liability company, and **LALP Option 1, LLC**, a Florida limited liability company (the "Lots LLCs"), 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" (the "Plan of Merger").
2. The foregoing Plan of Merger was approved by Development in accordance with Section 605.1023, Florida Statutes.
3. The foregoing Plan of Merger was approved by the Lots LLCs in accordance with Section 605.1023, Florida Statutes.
4. Development agrees to pay any members with appraisal rights the amount, to which members are entitled under Sections 605.1006 and 605.1061 through 605.1072, Florida Statutes.
5. The effective date of the merger is the date these Articles of Merger are filed with the Department of State.

(Signatures appear on following pages.)

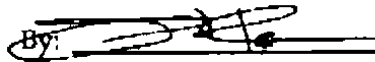
FILED
 2019 SEP -5 AM 11:16
 DEPARTMENT OF STATE
 JENNIFER L. BROWN, CLERK

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IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered this 8th day of August 2019.

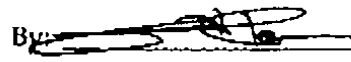
LALP LOTS VII, LLC,
a Florida limited liability company

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

By: 
John R. Peshkin
As its Manager

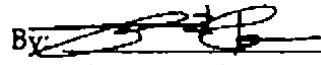
LALP LOTS X, LLC,
a Florida limited liability company

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

By: 
John R. Peshkin
As its Manager

LALP LOTS XI, LLC,
a Florida limited liability company

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

By: 
John R. Peshkin
As its Manager

{Signatures continue on following page.}

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LALP OPTION 1, LLC,
a Florida limited liability company

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

By: [Signature]
John R. Peshkin
As its Manager

LALP DEVELOPMENT, LLC,
a Florida limited liability company

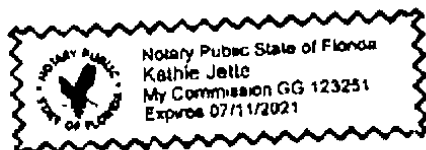
By: Vanguard Realtors, LLC,
a Florida limited liability company
Its Manager

By: [Signature]
John R. Peshkin
As its Manager

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 8th day of August 2019, 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.

(Notary Seal)



Kathie Jette
Signature of Notary Public

Kathie Jette
Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires on 7-11-2021

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EXHIBIT A

**PLAN OF MERGER OF
LALP LOTS VII, LLC,
LALP LOTS X, LLC,
LALP LOTS XI, LLC,
AND
LALP OPTION 1, LLC,
WITH AND INTO
LALP DEVELOPMENT, LLC**

LALP Lots VII, LLC, a Florida manager-managed limited liability company, **LALP Lots X, LLC**, a Florida manager-managed limited liability company, **LALP Lots XI, LLC**, a Florida manager-managed limited liability company, **LALP Option 1, 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 of Merger are as follows:

1. The names of the business entities planning to merge are **LALP Lots VII, LLC**, a Florida manager-managed limited liability company ("**Lots VII**"), **LALP Lots X, LLC**, a Florida manager-managed limited liability company ("**Lots X**"), **LALP Lots XI, LLC**, a Florida manager-managed limited liability company ("**Lots XI**"), **LALP Option 1, LLC**, a Florida manager-managed limited liability company ("**Option 1**" and with **Lots VII, Lots X, and Lots XI**, the "**Lots LLCs**") and **LALP Development, LLC**, a Florida manager-managed limited liability company ("**Development**"). As a result of the merger, the **Lots LLCs** 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 each of the **Lots LLCs** shall be cancelled. No change shall occur in the membership interest of **Development**.

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

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

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

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

8. The Member and Manager of the Lots LLCs 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.

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