

Division of Corporations

L 14000102691

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Florida Department of State  
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MERGER OR SHARE EXCHANGE  
Biscayne Holdings NA, LLC

Certificate of Status	0
Certified Copy	1
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178.75

JUL 03 2014

C. CARROTHERS

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DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE

July 1, 2014

BISCAYNE HOLDINGS NA, LLC  
4628 HARBOUR VILLAGE BLVD STE 2402  
PONCE INLET, FL 32127

SUBJECT: BISCAYNE HOLDINGS NA, LLC  
REF: L14000102691

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the **complete document**, including the electronic filing cover sheet.

The plan of merger must be attached/included.

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.

Cathy A Carrothers  
Regulatory Specialist

FAX Aud. #: H14000156674  
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**ARTICLES OF MERGER BETWEEN  
BISCAYNE HOLDINGS, INC.  
AND  
BISCAYNE HOLDINGS NA, LLC**

CLERK OF CIRCUIT COURT  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1109, Florida Statutes, the following Articles of Merger are submitted to merge Biscayne Holdings, Inc., a Florida Corporation ("Corporation"), and Biscayne Holdings NA, LLC, a Florida limited liability company ("Biscayne NA"), the latter of which is to survive the merger.

**ARTICLE I  
MERGING CORPORATIONS**

The exact name, jurisdiction, entity type and document number for each of the merging corporations is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>	<u>Entity Type</u>
Biscayne Holdings, Inc.	FL	P96000022539	Corporation

**ARTICLE II  
SURVIVING LIMITED LIABILITY COMPANY**

The exact name, jurisdiction, entity type, and document number for the surviving limited liability company is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>	<u>Entity Type</u>
Biscayne Holdings NA, LLC	FL	L14000102691	LLC

**ARTICLE III  
PLAN OF MERGER**

The Plan of Merger is attached and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 607 and 605, Florida Statutes.

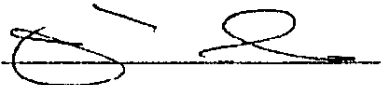

**ARTICLE IV  
EFFECTIVE DATE**

The merger shall become effective upon the filing of these Articles of Merger by the Florida Department of State.

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**ARTICLE V  
SIGNATURE OF EACH CORPORATION/LIMITED LIABILITY COMPANY**

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed/Printed Name &amp; Title</u>
Biscayne Holdings, Inc.		James G Beckmann, President
Biscayne Holdings NA, LLC		James G. Beckmann, Authorized Representative

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**PLAN OF MERGER BETWEEN  
BISCAYNE HOLDINGS, INC.  
AND  
BISCAYNE HOLDINGS NA, LLC**

The following Plan of Merger, which was adopted and approved by Biscayne Holdings NA, LLC, a Florida limited liability company (the "Surviving Limited Liability Company") and Biscayne Holdings, Inc., a Florida corporation (the "Merged Corporation"), is being submitted in accordance with chapters 607 and 605, Florida Statutes.

1. The name, jurisdiction, and entity type for each merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Biscayne Holdings, Inc.	FL	Corporation

2. The name, jurisdiction, and entity type for each of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Biscayne Holdings NA, LLC	FL	Limited Liability Company

3. On the effective date of the merger the general terms and conditions of the merger are: (i) the separate existence of the Merged Corporation shall be merged with and into the Surviving Limited Liability Company, (ii) the Articles of Organization of the Surviving Limited Liability Company in effect immediately prior to the effective date of the merger shall be the Articles of Organization of the Surviving Limited Liability Company and there shall be no changes to the articles of organization of the Surviving Limited Liability Company, and (iii) the Federal Employer Identification Number ("FEI") assigned to the Merged Corporation shall be the FEI used for the Surviving Limited Liability Company.

4. The manner and basis of converting the shares of Stock in the Merged Corporations is as follows: As of the effective date of the merger, all shares of stock of the Merged Corporation shall be converted to membership interests in the Surviving Limited Liability Company, such that the owners of the Merged Corporation are the owners of the Surviving Limited Liability Company in the same percentage.

5. There are no rights to acquire interests, shares or other securities in the Merged Corporation to be converted.

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6. The names and addresses of the Managers of the Surviving Limited Liability Company shall be as follows:

Name

Address

James G. Beckmann

4628 Harbour Village Blvd., Suite 2402  
Ponce Inlet, Florida 32127

Janice Beckmann

4628 Harbour Village Blvd., Suite 2402  
Ponce Inlet, Florida 32127

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