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MERGER OR SHARE EXCHANGE
WESTVIEW II, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
OF
WESTVIEW MANAGEMENT, LLC
INTO
WESTVIEW II, LLC

The following Articles of Merger are submitted to merge the following Florida Limited Liability Companies in accordance with the filing requirements of Section 605.1025, Florida Statutes:

FIRST: The exact name, jurisdiction and entity type for each merging entity that is not the surviving entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Westview Management, LLC	Florida	Limited Liability Company

SECOND: The exact name, jurisdiction and entity type of the surviving entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Westview II, LLC	Florida	Limited Liability Company

THIRD: The merger was approved on July 15, 2014 by Westview II, LLC in accordance with Sections 605.1021-605.1026, Florida Statutes, and by Westview Management, LLC in accordance with Sections 608.438-608.4383, Florida Statutes, and by each member of each such limited liability company who, as a result of the merger, will have interest holder liability under applicable Florida law and whose approval is required.

FOURTH: The surviving entity exists before the merger and is a domestic filing entity.

FIFTH: The surviving entity has agreed to pay any members of any merging entity with appraisal rights the amount to which such members are entitled under the provisions of Chapter 605 or Chapter 608, Florida Statutes, as applicable.

SIXTH: The effective date of the merger shall be September 1, 2014.

SEVENTH: Attached hereto and incorporated herewith as Exhibit A is the Agreement and Plan of Merger executed by the parties on July 15, 2014.

¹ Since it was formed prior to January 1, 2014, Westview Management, LLC is still governed by Chapter 608, Florida Statutes. Fla. Stat. § 605.1108(1); except that documents, instruments, and other records submitted to the Florida Division of Corporations must comply with the "filing requirements" of Chapter 605, Florida Statutes. Fla. Stat. § 605.1108(4). Since it was formed after January 1, 2014, Westview II, LLC is governed by Chapter 605, Florida Statutes.

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IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be signed by each of their respective Managers this 6th day of August, 2014.

MERGING ENTITY:

WESTVIEW MANAGEMENT, LLC,
a Florida limited liability company

By: Tready A. Smith
Tready A. Smith, Manager of
Bayshore Capital Advisors, LLC,
a Manager

SURVIVING ENTITY:

WESTVIEW II, LLC,
a Florida limited liability company

By: Tready A. Smith
Tready A. Smith, Manager

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EXHIBIT A

**AGREEMENT AND PLAN OF MERGER
OF
WESTVIEW MANAGEMENT, LLC
INTO
WESTVIEW II, LLC**

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made this 15th day of July, 2014, by and between WESTVIEW MANAGEMENT, LLC, a Florida limited liability company ("WESTVIEW"), and WESTVIEW II, LLC, a Florida limited liability company ("WESTVIEW II"), pursuant to Chapters 608 and 605, Florida Statutes, as applicable.

WITNESSETH:

WHEREAS, the majority of the members of WESTVIEW and all of the members of WESTVIEW II deem it advisable that WESTVIEW merge into WESTVIEW II (the "Merger") as hereinafter specified; and

WHEREAS, WESTVIEW filed its Articles of Organization in the office of the Secretary of State of Florida and was duly formed on August 13, 2003. WESTVIEW's membership interests are as follows:

ASAP Capital Partners, LLC	40%
Bayshore Capital Advisors, LLC	40%
The Witt-Touchton Company LLC	20%

WHEREAS, WESTVIEW II filed its Articles of Organization in the office of the Secretary of State of Florida and was duly formed on July 14, 2014. WESTVIEW II's membership interests are as follows:

ASAP Capital Partners, LLC	50%
Bayshore Capital Advisors, LLC	50%

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NOW, THEREFORE, WESTVIEW and WESTVIEW II, in accordance with applicable law, and in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

FIRST: The name and jurisdiction of each merging entity that is not the surviving entity is:

WESTVIEW MANAGEMENT, LLC, a Florida limited liability company.

SECOND: The name and jurisdiction of the surviving entity is:

WESTVIEW II, LLC, a Florida limited liability company.

THIRD: The Articles of Organization of WESTVIEW II, as in effect on the date of the Merger provided for in this Agreement, shall continue in full force and effect.

FOURTH: The manner and basis of converting the membership interests of the members of WESTVIEW into membership interests in the surviving entity or into cash or other property is as follows:

A. As part of its valuation of WESTVIEW, the management of WESTVIEW has reviewed, analyzed and considered the most recent financial statements of WESTVIEW consisting of (i) a balance sheet as of December 31, 2013, (ii) an income statement for 2013, (iii) a cash flow statement for 2013, (iv) a balance sheet as of July 14, 2014, (v) an income statement for July 1, 2014 through July 14, 2014, and (vi) a cash flow statement for January 1, 2014 through July 14, 2014. The management of WESTVIEW has determined that the current fair value of WESTVIEW is \$50,000.00, and that therefore the fair value of each 1% of the membership interests in WESTVIEW is \$500.00.

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B. Upon the effect of the Merger, The Witt-Touhcton Company LLC ("Witt-Touhcton") membership interests in WESTVIEW shall be converted into cash, and the fair value of such membership interests shall be paid to Witt-Touhcton by WESTVIEW in the amount of \$10,000.00, and said membership interests shall be cancelled.

C. Upon the effect of the Merger, the value of the membership interests of ASAP Capital Partners, LLC ("ASAP") and Bayshore Capital Advisors, LLC ("BCA") in WESTVIEW shall be applied to ASAP's and BCA's respective membership interests in the surviving entity.

FIFTH: Upon the effect of the Merger, the separate existence of WESTVIEW shall cease, and all membership interests in WESTVIEW that have been issued prior to the Merger shall be cancelled and retired and all rights in respect thereof shall cease to exist (other than the express rights granted under this Agreement and Plan of Merger or any appraisal rights under applicable Florida law provided to former members of WESTVIEW), and the ownership of WESTVIEW II shall be as follows:

ASAP Capital Partners, LLC 50%

Bayshore Capital Advisors, LLC 50%

SIXTH: Upon the effect of the Merger, title to all property, or any interest therein, owned by WESTVIEW shall be vested in the surviving entity, WESTVIEW II.

SEVENTH: This Merger shall become effective on September 1, 2014.

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IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to authority duly given by their respective members, have caused this Agreement and Plan of Merger to be executed as of the date first written above.

WESTVIEW MANAGEMENT, LLC,
a Florida limited liability company

By: Tready A. Smith
Tready A. Smith, Manager of
Bayshore Capital Advisors, LLC,
a Manager

WESTVIEW II, LLC,
a Florida limited liability company

By: Tready A. Smith
Tready A. Smith, Manager

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