

# L14000172473

## Florida Department of State Division of Corporations Electronic Filing Cover Sheet

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### MERGER OR SHARE EXCHANGE 13874 BEACH BOULEVARD, LLC

**\*\*SEE ATTACHED DOC  
LETTER DATED 3/23/15**

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March 23, 2015

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

13874 BEACH BOULEVARD, LLC  
1630 PALMGREN DRIVE  
GLENVIEW, IL 60025

SUBJECT: 13874 BEACH BOULEVARD, LLC  
REF: L14000172473

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

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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.

Rebekah White  
Regulatory Specialist II

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**

**LUKE THORNTON ENTERPRISES, INC., a Florida corporation  
13874 BEACH BOULEVARD, LLC, a Florida limited liability company**

Pursuant to the provisions of Sections 605.1021 and 607.1108, Florida Statutes, **LUKE THORNTON ENTERPRISES, INC., a Florida corporation, and 13874 BEACH BOULEVARD, LLC, a Florida limited liability company,** hereby submit the following Articles of Merger:

ARTICLE I

The names of the entities that are parties to the merger are **LUKE THORNTON ENTERPRISES, INC., a Florida corporation, and 13874 BEACH BOULEVARD, LLC, a Florida limited liability company.** **13874 BEACH BOULEVARD, LLC** is the surviving entity.

ARTICLE II

A copy of the Plan of Merger between the parties is attached as Exhibit "A" and incorporated herein.

ARTICLE III

The Plan of Merger was approved by the sole shareholder and sole director of **LUKE THORNTON ENTERPRISES, INC., a Florida corporation, and the sole member of 13874 BEACH BOULEVARD, LLC, a Florida limited liability company.**

ARTICLE IV

No amendment to the Articles of Organization of **13874 BEACH BOULEVARD, LLC, a Florida limited liability company,** was approved as part of the merger.

ARTICLE V

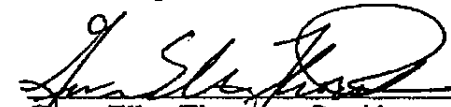
**13874 BEACH BOULEVARD, LLC, a Florida limited liability company,** has agreed to pay any members with appraisal rights the amount to which such members are entitled pursuant to Sections 605-1006 and 605.1061 – 605.1072, Florida Statutes.

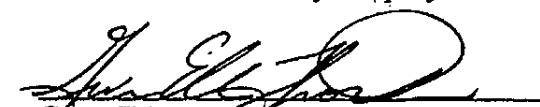
ARTICLE VI

The effective date of the merger shall be the date these Articles of Merger are filed with the Office of the Secretary of the State of Florida.

The parties have executed these Articles of Merger as of March 17, 2015.

**LUKE THORNTON ENTERPRISES, INC., a Florida corporation,**      **13874 BEACH BOULEVARD, LLC**  
a Florida limited liability company

  
Gwen Ellen Thornton, President

  
Gwen Ellen Thornton, Manager

Robert H. Trudeau, Esq.  
Purcell, Flanagan, Hay & Greene, P.A.  
1548 Lancaster Terrace  
Jacksonville, Florida 32204  
(904) 355-0355  
Fla. Bar No.: 0889091

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**EXHIBIT A****PLAN OF MERGER**

This PLAN OF MERGER is entered into by and between **LUKE THORNTON ENTERPRISES, INC.**, a Florida corporation, and **13874 BEACH BOULEVARD, LLC**, a Florida limited liability company, on this 19<sup>th</sup> day of March, 2015.

**RECITALS**

- A. **LUKE THORNTON ENTERPRISES, INC.**, a Florida corporation (the "Merging Company"), was formed on December 24, 2007 (Document No. P07000134450).
- B. **13874 BEACH BOULEVARD, LLC**, a Florida limited liability company (the "Surviving Company"), was formed on November 5, 2014 (Document No. L14000172473).
- C. The sole shareholder and sole director of the Merging Company and the sole Member of the Surviving Company deem it advisable to enter into this plan of merger pursuant to the applicable laws of the State of Florida.

**PLAN**

1. **Merger.** The Merging Company shall merge with and into the Surviving Company. The Surviving Company shall be the surviving entity.
2. **Effective Date.** The effective date of the merger (the "Effective Date") shall be the date on which the Articles of Merger are filed in the office of the Florida Secretary of State.
3. **Terms and Conditions.** As of the Effective Date, the separate existence of the Merging Company shall cease, and the Surviving Company shall succeed to all of the rights, privileges, immunities, and property (real, personal, and mixed) of the Merging Company, without the necessity for any separate transfer. The Surviving Company shall then be responsible and liable

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for all liabilities and obligations of the Merging Company, and neither the rights of creditors nor any liens on the property of the Merging Company shall be impaired by the merger.

4. Conversion of Shares. The manner and basis of converting the shares of stock of the Merging Company into membership units of the Surviving Company is as follows:

a. Each of the issued and outstanding shares of the Merging Company common stock shall be cancelled and cease to be outstanding as of the Effective Date, and no consideration shall be paid with respect to such shares.

b. Each of the issued and outstanding membership units of the Surviving Company shall remain issued and outstanding after the Effective Date, and the merger shall have no effect on any such membership units.

5. Management of the Surviving Company. The management of the Surviving Company is vested in its managers, and the name and address of the current manager is:

Gwen Ellen Thornton  
1630 Palmgren Drive  
Glenview, IL 60025

6. Construction. The captions and sections of this Plan are for convenience of reference only and shall not affect the meaning or construction of any of the terms or provisions of this Plan.

7. Governing Law. This Plan shall be governed by and construed in accordance with the laws of the State of Florida.


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The parties have caused this Plan of Merger to be executed as of the date first above written.

**LUKE THORNTON ENTERPRISES, INC., a**  
Florida corporation,

**13874 BEACH BOULEVARD, LLC**  
a Florida limited liability company

  
Gwen Ellen Thornton, Director

  
Gwen Ellen Thornton, Interim Trustee of the  
Barbara Thornton Revocable Trust, Member

  
Gwen Ellen Thornton, Interim Trustee of the  
Barbara Thornton Revocable Trust, Shareholder

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