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(Requestor's Name)

(Address)

(Address)

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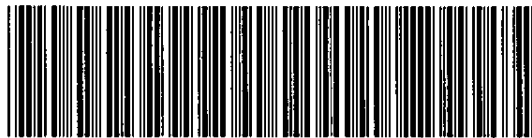
(Business Entity Name)

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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10 DEC 30 PM 3:24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. CLINE

DEC 30 2010

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** VILLA DYLAND LLC  
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

JENNIFER Pearce  
Contact Person

416 NORTH ADAMS STREET  
Firm/Company  
Address

TALLAHASSEE FLORIDA 32301  
City, State and Zip Code

JPearce@SHSweb.us  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jennifer Pearce at ( 850 ) 224-4160  
Name of Contact Person Area Code and Daytime Telephone Number

☐ Certified copy (optional) \$30.00

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**FILED**  
10 DEC 30 AM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER/ CERTIFICATE OF MERGER  
OF**

**VILLA DYLANO II, LLC**  
(a Florida limited liability company)

L00-13360

**WITH AND INTO**

**VILLA DYLANO, LLC**  
(a Florida limited liability company)

L99-2784

Pursuant to the provisions of Chapter 608, Florida Statutes, **Villa Dylan II, LLC**, a Florida limited liability company (the "Disappearing Entity") whose address is Post Office Box 2535, Tallahassee, Florida 32316 and **Villa Dylan, LLC**, a Florida limited liability company (the "Surviving Entity"), whose address is 400 Hayden Road, Tallahassee, Florida 32304 hereby file these Articles of Merger providing as follows:

1. **Plan of Merger.** Attached as Exhibit A is a copy of the plan of merger (the "Plan of Merger"), dated effective as of December 30, 2010, between the Surviving Entity and the Disappearing Entity, setting forth the plan of merger whereby the Disappearing Entity will merge with and into the Surviving Entity.

2. **Effective Time.** The merger of the Disappearing Entity with and into the Surviving Entity in accordance with the Plan of Merger is to become effective as of the date of filing of these Articles of Merger.

3. **Adoption of Plan of Merger.** The Plan of Merger was approved and adopted by the members of the Surviving Entity by written consent effective as of December 30, 2010, and approved by the members of the Disappearing Entity by written consent effective as of December 30, 2010. The Plan of Merger has been approved in accordance with the applicable provisions of Chapters 608, Florida Statutes.

4. **Articles.** The Articles of Organization of the Surviving Entity are true and correct as of December 30, 2010 and do not require amendment.

5. **Management of Surviving Entity.** The name and address of the Managing Member of the Surviving Entity is:

Christine Leoni  
416 North Adams Street  
Tallahassee, FL 32301

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10 DEC 30 AM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, these Articles of Merger have been duly executed.

**DISAPPEARING ENTITY:**

Villa Dylano II, LLC, a  
Florida limited liability company

**SURVIVING ENTITY:**

Villa Dylano, LLC, a  
Florida limited liability company

By: Christine S. Leoni  
Name: Christine Leoni  
Its: Managing Member

By: Christine S. Leoni  
Name: Christine Leoni  
Its: Managing Member

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TALLAHASSEE, FLORIDA

## **EXHIBIT A**

### **PLAN OF MERGER**

**THIS PLAN OF MERGER** (the "Agreement") dated effective as of December 30, 2010, is by and between **Villa Dylano II, LLC**, a Florida limited liability company (the "Disappearing Entity") whose address is Post Office Box 2535, Tallahassee, Florida 32316 and **Villa Dylano, LLC**, a Florida limited liability company (the "Surviving Entity") whose address is 400 Hayden Road, Tallahassee, Florida 32304.

### **BACKGROUND**

**WHEREAS**, the members of the Disappearing Entity and the members of the Surviving Entity have determined that the transactions described herein are in the best interests of the parties and have approved the transactions described herein.

**NOW, THEREFORE**, in consideration of the premises and the mutual representations, warranties and covenants herein contained, the parties agree as follows:

### **PLAN OF MERGER**

1. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with Sections 608.438 through 608.4383, Florida Statutes, at the Effective Time (as defined below), the Disappearing Entity shall be merged with and into the Surviving Entity. As a result of the Merger, the separate existence of the Disappearing Entity shall thereupon cease and the Surviving Entity shall continue as the surviving entity of the Merger. The Disappearing Entity and the Surviving Entity are referred to collectively as (the "Constituent Entities").

2. The Merger shall become effective as of the effective date and time provided for in the Articles of Merger (the "Effective Time").

3. The Articles of Organization of the Surviving Entity as in effect at the effective time of the merger shall be the Articles of Organization of the Surviving Entity after the Effective Time.

4. The Surviving Entity shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.

5. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed, and the Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Time.

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16 DEC 30 2010  
TALLAHASSEE, FLORIDA  
CLERK OF CIRCUIT COURT

6. By virtue of the Merger and without any action on the part of the Constituent Entities, the any membership interests held in the Disappearing Entity by any party whatsoever shall be cancelled.

7. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

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10 DEC 30 PM 3:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, these Articles of Merger have been duly executed.

**DISAPPEARING ENTITY:**

Villa Dylano II, LLC, a  
Florida limited liability company

**SURVIVING ENTITY:**

Villa Dylano, LLC, a  
Florida limited liability company

By: Christine S. Leoni

Name: Christine Leoni  
Its: Managing Member

By: Christine S. Leoni

Name: Christine Leoni  
Its: Managing Member

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