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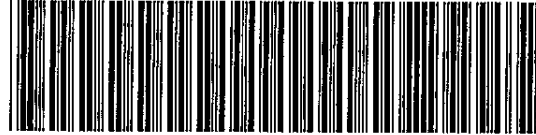
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CAPITAL CONNECTION, INC.

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Fort Lauderdale Pelican

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✓ _____ Cert. Copy X3
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____ Certificate of Status _____
____ Certificate of Fictitious Name _____
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____ Officer Search _____
____ Fictitious Search _____
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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Fort Lauderdale Pelican Landing Developers, LLC 201 S. Biscayne Boulevard, Suite 850 Miami, Florida 33131	Florida	limited liability company
Florida Document/Registration Number: L04000037292		FEI Number: 26-0086092
2.		
Florida Document/Registration Number:		FEI Number:
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Pelican Landings Developers, LLC		
1201 Orange Street, Suite 500		
Wilmington, New Castle County, Delaware 19801-1140		

Florida Document/Registration Number: ~~NA~~ 1604000003896 FEI Number: 26-0086092

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

Typed or Printed Name of Individual

Fort Lauderdale Pelican
Landings Developers, LLC

Jan Carson Cheezem

Pelican Landings
Developers, LLC

Jan Carson Cheezem

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Fort Lauderdale Pelican Landings Developers, LLC, a Florida limited liability company	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Pelican Landings Developers, LLC, a Delaware limited liability company	Delaware

THIRD: The terms and conditions of the merger are as follows:

Fort Lauderdale Pelican Landings Developers, LLC, a Florida limited liability company (hereinafter the "Merging Entity", shall merge into Pelican Landings Developers, LLC, a Delaware limited liability company (hereinafter the "Surviving Entity"). Surviving Entity shall be the survive the merger. The current member of the Merging Entity shall become the sole member of the Surviving Entity. The Surviving Entity shall assume all of the assets and obligations of the Merging Entity as of September 21, 2004. The Surviving Entity shall have the same federal tax identification number assigned to the Merging Entity.

(Attach additional sheet(s) if necessary)

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The Merging Entity shall assign and the Surviving Entity shall assume all of the assets and obligations of the merging party on a dollar for dollar basis. There will be no change in the percentages of ownership as a result of this merger.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Managers: Jack Kaplan, 2601 South Bayshore Drive, Suite 200, Miami, FL 33133
Eduardo Avila, 2601 South Bayshore Drive, Suite 200, Miami, FL 33133
Jorge Ortega, 2601 South Bayshore Drive, Suite 200, Miami, FL 33133
Luis Ortega, 2601 South Bayshore Drive, Suite 200, Miami, FL 33133

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

EIGHTH: Other provisions, if any, relating to the merger:

(Attach additional sheet(s) if necessary)