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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 316519 7383987

AUTHORIZATION

COST LIMIT : \$ 85.00

ORDER DATE : August 16, 2006

ORDER TIME : 5:57 PM

ORDER NO. : 316519-015

CUSTOMER NO: 7383987

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

SEAGATE HOMES, INC.

INTO

SEAGATE HOMES, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan

EXAMINER'S INITIALS: \_\_\_\_\_

## ARTICLES OF MERGER FOR FLORIDA PROFIT CORPORATION

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

**FIRST:** The exact name, form/entity, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SeaGate Homes, Inc. 944-41575	Florida	Corporation
SeaGate Homes, LLC 1106-3281	Delaware	Designated Series LLC

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SeaGate Homes, LLC	Delaware	Designated Series LLC

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617 and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SeaGate Homes, LLC  
185 Cypress Point Parkway  
Palm Coast, Florida 32164

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss. 608.4351—608.43595, F.S.

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**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S.:

Street address: SeaGate Homes, LLC  
185 Cypress Point Parkway  
Palm Coast, Florida 32164

Mailing address:

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss. 608.4351-608.43595.

**NINTH:** The name and business address of each manager of the surviving limited liability company SeaGate Homes, LLC is as follows:

Date: 7/12/04

SeaGate Homes, Inc.

By: 

Robert Gazzoli, President

Date: 7/12/04

SeaGate Homes, LLC

By: 

Robert Gazzoli, Manager of Manager  
JRG Management, LLC

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## PLAN OF MERGER

**FIRST:** The exact name, form/entity and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SeaGate Homes, Inc.	Florida	Corporation
SeaGate Homes, LLC	Delaware	Designated Series LLC

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SeaGate Homes, LLC	Delaware	Designated Series LLC

**THIRD:** The terms and conditions of the merger are as follows: See Agreement and Plan of Merger attached hereto.

**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 others securities of the survivor, in whole or in part, into cash or other property is as follows: See Agreement and Plan of Merger attached hereto.

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows: N/A

**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows: N/A

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

JRG Management, LLC  
185 Cypress Point Parkway  
Palm Coast, Florida 32164

**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows: See Agreement and Plan of Merger attached hereto.

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**EIGHTH:** Other provision, if any, relating to the merger are as follows: See Agreement and Plan of Merger attached hereto.

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