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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

December 6, 2006

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Order #: 6798752 SO
Customer Reference 1:
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

Gateway Lakes 358, LLC (FL)
Merger (Discontinuing Company)
Florida

ACPRE PRS Realty, L.L.C. (DE)
Merger (Survivor)
Florida

Preserve 300, LLC (FL)
Merger (Discontinuing Company)
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.



CT.

a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

Sincerely,

Ashley A. Mitchell
Fulfillment Specialist
Ashley.Mitchell@wolterskluwer.com

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF MERGER

BY AND BETWEEN

ACPRE PRS REALTY, L.L.C.

(A DELAWARE LIMITED LIABILITY COMPANY WHICH IS TO BE THE SURVIVOR ENTITY)

AND

GATEWAY LAKES 358, LLC

(A FLORIDA LIMITED LIABILITY COMPANY WHICH IS TO BE MERGED INTO ACPRE PRS REALTY, L.L.C.)

AND

PRESERVE 300, LLC

(A FLORIDA LIMITED LIABILITY COMPANY WHICH IS TO BE MERGED INTO ACPRE PRS REALTY, L.L.C.)

THIS CERTIFICATE OF MERGER, dated this 7th day of December, 2006, pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, as amended (hereinafter referred to as the **Delaware Code**), and further pursuant to s. 608.4382 of the Florida Statutes (hereinafter referred to as the **Florida Code**), is entered into by and between the limited liability companies named in Articles FIRST, SECOND and THIRD below, which are referred to herein collectively as the **Constituent Companies**.

FIRST: The name of the surviving limited liability company is **ACPRE PRS REALTY, L.L.C.**, a Delaware limited liability company (hereinafter referred to as **Successor**). The Successor registered to transact business in the State of Florida on November 17, 2006.

SECOND: The name of the first limited liability company being merged into the surviving limited liability company is **GATEWAY LAKES 358, LLC**, a Florida limited liability company (hereinafter referred to as **Gateway Lakes**).

THIRD: The name of the second limited liability company being merged into the surviving limited liability company is **PRESERVE 300, LLC**, a Florida limited liability company (hereinafter referred to as **Preserve**).

FOURTH: The Agreement and Plan of Merger attached hereto as **Exhibit A** and incorporated by reference herein (the **Plan**) was approved by Gateway Lakes in accordance with the applicable provisions of Chapter 608 of the Florida Code.

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FIFTH: The Plan was approved by Preserve in accordance with the applicable provisions of Chapter 608 of the Florida Code.

SIXTH: The Plan was approved by the Successor in accordance with the applicable provisions of the Delaware Code.

SEVENTH: The merger shall become effective as of the filing of this Certificate of Merger with the Secretary of State of the State of Florida (the **Effective Date**).

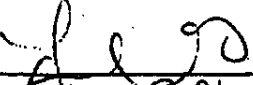
EIGHTH: The Successor is not required to maintain a principal office in the State of Delaware. The Successor's principal office is located at 100 Crescent Court, Suite 1000, Dallas Texas 75201.

NINTH: The Successor agrees to pay to any members of Gateway Lakes and Preserve which have appraisal rights the amount to which such members are entitled under ss.608.4351-608.43595 of the Florida Code.

IN WITNESS WHEREOF, the Constituent Companies have caused this Certificate of Merger to be signed on their behalf as of the 7th day of December 2006.


ACPRE PRS REALTY, L.L.C.

By: ACPRE PRS HoldCo, L.L.C.,
a Delaware limited liability company
its sole member

By: 
Name: Andrea Giff
Title: Authorized Representative

GATEWAY LAKES 358, LLC

By: ACPRE PRS Realty, L.L.C.,
a Delaware limited liability company
its sole member and manager

By: 
Name: Andrea Giff
Title: Authorized Representative

PRESERVE 300, LLC

By: ACPRE PRS Realty, L.L.C.,
a Delaware limited liability company
its sole member and manager

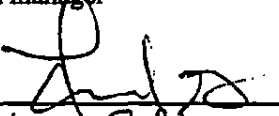
By: 
Name: Andrea Giff
Title: Authorized Representative

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

ACPRE PRS REALTY, L.L.C.
(A DELAWARE LIMITED LIABILITY COMPANY WHICH IS TO BE THE SURVIVOR)

AND

GATEWAY LAKES 358, LLC
(A FLORIDA LIMITED LIABILITY COMPANY WHICH IS TO BE MERGED INTO ACPRE PRS REALTY, L.L.C.)

AND

PRESERVE 300, LLC
(A FLORIDA LIMITED LIABILITY COMPANY WHICH IS TO BE MERGED INTO ACPRE PRS REALTY, L.L.C.)

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (**Agreement**) is entered into effective December 7, 2006, by and among ACPRE PRS Realty, L.L.C., a Delaware limited liability company (which is sometimes referred to herein as the **Surviving Company**, or **ACPRE PRS**), Gateway Lakes 358, LLC, a Florida limited liability company (which is sometimes referred to herein as a **Merged Company**, or **Gateway Lakes**), and Preserve 300, LLC, a Florida limited liability company (which is sometimes referred to herein as a **Merged Company**, or **Preserve**, and together with Gateway Lakes, the **Merged Companies**).

Recitals

A. ACPRE PRS, Gateway Lakes and Preserve agree to merge. The terms and conditions of the merger and the manner of carrying the merger into effect are as set forth in this Agreement.

B. ACPRE PRS was formed on November 13, 2006 under the laws of the State of Delaware, and 100% of its membership interests are held by ACPRE PRS HoldCo, L.L.C., a Delaware limited liability company (**HoldCo**).

C. Gateway Lakes was formed on September 14, 2005 under the laws of the State of Florida, and 100% of its membership interests are held by ACPRE PRS.

D. Preserve was formed on June 30, 2005 under the laws of the State of Florida, and 100% of its membership interests are held by ACPRE PRS.

E. ACPRE PRS, Gateway Lakes and Preserve may under the laws of the States of Delaware and Florida be merged into a single limited liability company, and it is deemed to be in the best interests of such companies that they merge, pursuant to the provisions of the Delaware Limited Liability Company Act and the Florida Limited Liability Company Act.

F. Pursuant to this Agreement of Merger, each of the Merged Companies shall be

merged with and into ACPRE PRS, which was the owner of all of the membership interests in each of the Merged Companies immediately prior to the merger. Following the merger, the membership interests in the Surviving Company shall be unchanged.

Now, therefore, ACPRE PRS, Gateway Lakes and Preserve, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of the merger and the mode of carrying the same into effect, as follows:

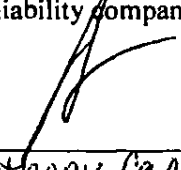
1. Gateway Lakes hereby merges itself into ACPRE PRS, and Gateway Lakes shall be and hereby is merged into ACPRE PRS. ACPRE PRS shall be the Surviving Company.
2. Preserve hereby merges itself into ACPRE PRS, and Preserve shall be and hereby is merged into ACPRE PRS. ACPRE PRS shall be the Surviving Company.
3. The merger shall be effective for accounting purposes as of December 7, 2006 (the **Effective Date**).
4. ACPRE PRS's Certificate of Formation as in effect on the Effective Date shall continue in full force and effect as the Surviving Company's Certificate of Formation, and the Articles of Organization of each Merged Company shall be of no further force or effect.
5. ACPRE PRS's Limited Liability Company Agreement, as it exists on the Effective Date, shall continue as the Surviving Company's Limited Liability Company Agreement until the same shall be altered, amended, or repealed or until an amended and restated limited liability company agreement shall be adopted in accordance with the provisions of the Surviving Company's Certificate of Formation, or in the manner permitted by the Delaware Limited Liability Company Act, and the operating agreements of each Merged Company as they exist immediately prior to the Effective Date shall be of no further force or effect.
6. ACPRE PRS's officers, as in office on the Effective Date, shall be the Surviving Company's officers, and shall serve until the next meeting of its sole member, HoldCo, or until their successors shall have been elected and qualified.
7. The manner and basis of converting the interests, shares, obligations or other securities (and all rights to acquire interests, shares, obligations or other securities) of each Merged Company into the interests, shares, obligations or other securities of the Surviving Company is as follows: (a) Immediately prior to the merger, ACPRE PRS was the sole member of each Merged Company; and (b) upon the Effective Date of the merger, all of the membership interests (and rights to acquire membership interests) in each Merged Company shall be cancelled and no cash, securities or other property shall be issued in the merger in respect thereof; and (c) all membership interests (and rights to acquire membership interests) in the Surviving Company shall continue to be held by HoldCo and shall not be altered in any way by the merger.
8. Upon the Effective Date, the Surviving Company and each Merged Company shall cause an appropriate Certificate of Merger to be executed and filed with the Secretary of State of the State of Delaware in such form as required by the Delaware Limited Liability

Company Act and with the Department of State of the State of Florida in such form as required by the Florida Limited Liability Company Act. Upon the effective Date, the separate existence of each Merged Company shall cease and all the properties, rights, privileges, franchises, licenses, registrations, and other assets of every kind and description of each Merged Company shall be transferred to, vested in, and devolve upon the Surviving Company without further act or deed, and all property, rights, and every other interest of the Surviving Company and each Merged Company shall be as effectively the property of the Surviving Company as they were of the Surviving Company and each Merged Company, respectively, and the title to any real estate, whether vested by deed or otherwise in each Merged Company, shall not revert or in any way be impaired by reason of the merger; but the Surviving Company shall thenceforth be liable for all debts, liabilities, obligations and duties of each Merged Company. Each Merged Company hereby agrees from time to time, as and when requested by the Surviving Company or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Company may deem necessary or desirable in order to vest in and confirm to the Surviving Company title to and possession of any property of each Merged Company acquired or to be acquired by reason of, or as a result of, the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the proper officers, members and managers of each Merged Company and the proper officers, members and managers of the Surviving Company are fully authorized by and in the name of their respective companies, or otherwise, to take any and all such action on behalf of their respective companies.

IN WITNESS WHEREOF, ACPRE PRS Realty, L.L.C, Gateway Lakes 358, LLC, and Preserve 300, LLC, pursuant to the approval and authority duly given by resolutions adopted by their respective members and managers, have executed this Agreement and Plan of Merger as of December 7,, 2006.

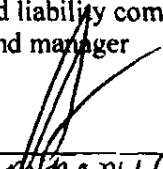
ACPRE PRS REALTY, L.L.C.

By: ACPRE PRS HoldCo, L.L.C.,
a Delaware limited liability company
its sole member

By: 
Name: Anthony Cacioppo
Title: Authorized Representative

GATEWAY LAKES 358, LLC

By: ACPRE PRS Realty, L.L.C.,
a Delaware limited liability company
its sole member and manager

By: 
Name: Anthony Cacioppo
Title: Authorized Representative

PRESERVE 300, LLC

By: ACPRE PRS Realty, L.L.C.,
a Delaware limited liability company
its sole member and manager

By: 
Name: Anthony Cacioppo
Title: Authorized Representative

THIS IS TO CERTIFY that on this 21st day of November
2006, before me, _____, Notary Public of the State of
New York, personally appeared Anthony Caciaro, personally known to me
(or proved on the basis of satisfactory evidence) to be the person whose name is subscribed to
the foregoing Agreement and Plan of Merger and acknowledged to me that he/she executed the
same in his/her authorized capacity as Authorized Representative of ACPRE PRS HoldCo,
L.L.C., as the sole member of ACPRE PRS Realty, L.L.C.


WITNESS MY HAND AND OFFICIAL SEAL,



My commission expires: _____

THIS IS TO CERTIFY that on this 21st day of November
2006, before me, _____, Notary Public of the State of
New York, personally appeared Anthony Caciaro, personally known to me (or
proved on the basis of satisfactory evidence) to be the person whose name is subscribed to the
foregoing Agreement and Plan of Merger and acknowledged to me that he/she executed the same
in his/her authorized capacity as Authorized Representative of ACPRE PRS Realty, L.L.C., as
the sole member and manager of Gateway Lakes 358, LLC.

WITNESS MY HAND AND OFFICIAL SEAL,



My commission expires: _____

THIS IS TO CERTIFY that on this 21st day of November
2006, before me, _____, Notary Public of the State of
New York, personally appeared Anthony Caciaro, personally known to me (or
proved on the basis of satisfactory evidence) to be the person whose name is subscribed to the
foregoing Agreement and Plan of Merger and acknowledged to me that he/she executed the same
in his/her authorized capacity as Authorized Representative of ACPRE PRS Realty, L.L.C., as
the sole member and manager of Preserve 300, LLC.

WITNESS MY HAND AND OFFICIAL SEAL,



My commission expires: _____