

P00000102081

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600158462506

12/31/09--01049--016 **113.75

02/08/10--01002--020 **55.00

09 DEC 31 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

LLC into corp

35 corp
25 LLC
30 CC

Morgan
Corp



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 19, 2010

THOMAS O. WELLS, ESQ.
THOMAS O. WELLS, P.A.
540 BILTMORE WAY
CORAL GABLES, FL 33134

SUBJECT: PARAGON HOMES OF SOUTH FLORIDA, INC.
Ref. Number: P00000102081

We have received your document for PARAGON HOMES OF SOUTH FLORIDA, INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE SECOND MERGER HAS A FILING FEE OF \$60.00, \$35 FOR THE CORPORATION AND \$25.00 FOR THE LLC. THERE IS A BALANCE REMAINING OF \$35.00 OF YOUR ORIGINAL REMITTANCE. THERE IS A BALANCE DUE OF \$25.00 AND ANY ADDITIONAL FEE FOR REQUESTED CERTIFICATION. A CERTIFIED COPY OF THE MERGER IS \$30.00. SEE ATTACHED.

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) 245-6880.

Karen Gibson
Document Specialist Supervisor

Letter Number: 910A00001374

*give original
12/31/09,
REQUESTED
2/1/10*

Thomas O. Wells, P.A.

Thomas O. Wells, Esq.
Florida Bar Board Certified Tax Law Lawyer
Tom@TWellsLaw.com

540 Biltmore Way
Coral Gables, Florida 33134
Off. (305) 444-0016
Fax (305) 444-0019
Cell (305) 588-3984

February 3, 2010

Via Federal Express

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301
Attn: Karen Gibson

Re: Paragon Homes of South Florida, Inc.
Ref. No.: P00000102081

Dear Ms. Gibson:

As per our conversation, please find enclosed a check in the amount of \$55.00 representing the shortage for the above referenced filing. Please use the original filing date of December 31, 2009 for the merger.

Thank you for your attention to this matter. If anything else is needed, please feel free to contact me.

Sincerely,

THOMAS O. WELLS, P.A.



Mechelle Sanchez

/mjs

Encl.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 19, 2010

THOMAS O. WELLS, ESQ.
THOMAS O. WELLS, P.A.
540 BILTMORE WAY
CORAL GABLES, FL 33134

SUBJECT: PARAGON HOMES OF SOUTH FLORIDA, INC.
Ref. Number: P00000102081

We have received your document for PARAGON HOMES OF SOUTH FLORIDA, INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE SECOND MERGER HAS A FILING FEE OF \$60.00, \$35 FOR THE CORPORATION AND \$25.00 FOR THE LLC. THERE IS A BALANCE REMAINING OF \$35.00 OF YOUR ORIGINAL REMITTANCE. THERE IS A BALANCE DUE OF \$25.00 AND ANY ADDITIONAL FEE FOR REQUESTED CERTIFICATION. A CERTIFIED COPY OF THE MERGER IS \$30.00. SEE ATTACHED.

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) 245-6880.

Karen Gibson
Document Specialist Supervisor

Letter Number: 910A00001374

**ARTICLES OF MERGER OF
CB LANDHOLDINGS III, LLC,
a Florida limited liability company,
with and into
PARAGON HOMES OF SOUTH FLORIDA, INC.,
a Florida corporation**

FILED
09 DEC 31 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant Section 608.438 of the Florida Limited Liability Company Act (1986), as amended (the "Florida LLC Act"), and Section 607.1105 of the Florida Business Corporation Act, as amended (the "Florida Business Corporation Act"), CB Landholdings III, LLC, a Florida limited liability company (the "LLC"), and Paragon Homes of South Florida, Inc., a Florida corporation (the "Corporation"), hereby adopt the following Articles of Merger for the purpose of merging the LLC with and into the Corporation.

1. The LLC shall be merged with and into the Corporation, and the Corporation shall be the surviving entity of the merger, pursuant to that certain Agreement and Plan of Merger by and between the parties dated effective as of December 31, 2009 (the "Plan of Merger").

2. The name of the surviving entity shall be "Paragon Homes of South Florida, Inc."

3. The Plan of Merger was properly approved, adopted, certified, executed and acknowledged by those members of the LLC owning a majority-in-interest of the membership interest of the LLC in accordance with Section 608.4381 of the Florida LLC Act, and by the shareholders owning a majority voting interest in the capital stock of the Corporation in accordance with Section 607.1103 of the Florida Business Corporation Act.

4. This merger shall become effective as of December 31, 2009 after the filing of the Articles of Merger with the office of the Florida Secretary of State of Florida (the "Effective Date").

5. The executed Plan of Merger is on file at the principal place of business of the Corporation, the address of which is 5240 University Drive, Suite 102, Miami, Florida 33135.

6. A copy of the Plan of Merger will be furnished by the Corporation on request and without cost to any shareholder of the Corporation and any member of the LLC.

IN WITNESS WHEREOF, this Articles of Merger having been executed on behalf of the
LLC and the Corporation by their authorized representatives on December 31, 2009.

CB LANDHOLDINGS III, LLC

By: 
Eduardo Camet, President

PARAGON HOMES OF SOUTH FLORIDA, INC.

By: 
Eduardo Camet, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger"), dated as of December 31, 2009, is made by and between CB LANDHOLDINGS III, LLC, a Florida limited liability company (the "LLC"), and PARAGON HOMES OF SOUTH FLORIDA, INC., a Florida corporation (the "Corporation").

WITNESSETH:

WHEREAS, the parties desire that the LLC be merged with and into the Corporation, with the Corporation being the surviving entity, in accordance with Section 608.438 of the Florida Limited Liability Company Act, as amended (the "Florida LLC Act"), and Section 607.1106 of the Florida Business Corporation Act, as amended (the "Florida Corporation Act");

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth herein, the parties agree as follows:

1. In accordance with the provisions of this Plan of Merger, Section 608.438 of the Florida LLC Act and Section 607.1106 of the Florida Corporation Act, on the Effective Date (as defined below), the LLC shall simultaneously be merged with and into the Corporation (the "Merger"), the separate existence of the LLC shall cease, and the Corporation shall continue its existence under the laws of Florida under its present name (the "Surviving Entity"). The LLC and the Corporation are collectively referred to herein as the "Constituent Entities." The name and business address of the Surviving Entity is:

PARAGON HOMES OF SOUTH FLORIDA, INC.
5240 S University Drive, Suite 102
Davie, Florida 33328

2. The Merger shall become effective as of December 31, 2009 after the filing of the Articles of Merger, a copy of which is attached hereto as Exhibit A, with the office of the Florida Secretary of State of Florida (the "Effective Date").

3. The Surviving Entity shall possess and retain every interest in all assets and property of every description, wherever located, of each of the Constituent Entities. 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 or any interest in any real estate vested in any of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger and shall, upon the Effective Date, be vested in the Surviving Entity. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Date.

4. At the Effective Date, by virtue of the Merger, and without any action on the part of the parties or otherwise, the rights and interests held by David Blessing as a member owning a 25% membership interest in the LLC and Eduardo Camet as a member owning a 75% membership interest in the LLC shall be automatically converted into a like percentage of common stock in the Corporation.

5. The Articles of Incorporation filed on behalf of the Corporation with Secretary of State of Florida on October 31, 2000 (the "Articles of Incorporation") and the Bylaws shall be the Articles of Incorporation and Bylaws, respectively, for the Surviving Entity.

6. The LLC acknowledges and represents that it has complied with all applicable provisions under the Florida LLC Act to effectuate the Merger. The Corporation acknowledges and represents that it has complied with all applicable provisions under the Florida Corporation Act to effectuate the Merger.

7. The officers and member of the LLC and the officers and director of the Corporation may abandon and/or amend this Plan of Merger, or the terms hereof, at any time prior to the Effective Date, in accordance with the Florida LLC Act and the Florida Corporation Act.

IN WITNESS WHEREOF, the parties have executed this Agreement on the day and year first set forth above.

LLC:

CB Landholdings III, LLC, a Florida limited liability company

By: 

Eduardo Camet, its President

Corporation:

Paragon Homes of South Florida, Inc., a Florida corporation

By: 

Eduardo Camet, its President

EXHIBIT A

ARTICLES OF MERGER

**WRITTEN CONSENT OF THE MEMBER OWNING A
MAJORITY-IN-INTEREST OF MEMBERSHIP INTEREST
AND THE SOLE MANAGER OF CB LANDHOLDINGS III, LLC**

THE UNDERSIGNED, being the member owning a majority-in-interest of the membership interest and the sole manager of CB Landholdings III, LLC, a Florida limited liability company (the "Company"), does hereby consent and subscribe to the following acts and resolutions in accordance with the Florida Limited Liability Company Act and that certain Operating Agreement of the Company:

RESOLVED, that the Managers of the Company are hereby authorized and directed to execute and deliver that certain Articles of Merger, a copy of which is attached as Exhibit A, and do all things that either of them deems is reasonable to effectuate the transaction and merger referenced therein; and

FURTHER RESOLVED, that the Managers of the Company be and hereby are authorized, empowered and directed to do all such acts and things and to execute, acknowledge and deliver all such documents as may, in each of their discretion, be deemed necessary or desirable to carry out and comply with the terms and provisions of these resolutions, and all acts and doings of the Managers of the Company which are in conformity with the intent and purpose of these resolutions whether heretofore or hereafter taken or done shall be and the same are hereby in all respects ratified, confirmed and approved as acts of the Company.

IN WITNESS WHEREOF, this written consent was executed by the member owning a majority-in-interest of the membership interest and the sole manager of the Company effective as of this 31st day of December, 2009.

MEMBER:



Eduardo Camet

MANAGER:



Eduardo Camet, Manager