

PO1000086028

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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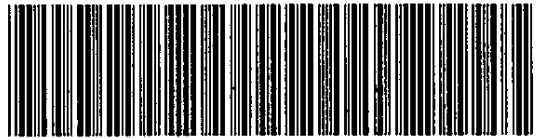
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04/05/10--01035--011 **35.00

04/26/10--01006--013 **25.00

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10 APR 28 PM 3:21
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TALLAHASSEE, FLORIDA

S. HAWKES

APR 27 2010

EXAMINER

S. HAWKES

APR 30 2010

EXAMINER

W



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 8, 2010

HOWARD FREIDIN
2245 MCGREGOR BLVD.
FORT MYERS, FL 33901

SUBJECT: 151 OLD SAN CARLOS, LLC
Ref. Number: L05000046898

We have received your document for 151 OLD SAN CARLOS, LLC and check(s) totaling \$35.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$25.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

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) 245-6955.

Suzanne Hawkes
Regulatory Specialist II

Letter Number: 610A00008637

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SWF BEACH BAY, INC.

Name of Surviving Party

Please return all correspondence concerning this matter to:

HOWARD FREIDIN

Contact Person

FREIDIN & INGLIS

Firm/Company

2245 McGregor Blvd.

Address

Fort Myers FL 33901

City, State and Zip Code

HOWARDFREIDIN@AOL.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

HOWARD FREIDIN

Name of Contact Person

at (239)

337-1918

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

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

FREIDIN & INGLIS, P.A.
Attorneys at Law

Respond to:
Howard Freidin, Esquire
Email: Howard@FreidinInglis.com

March 31, 2010

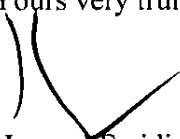
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: SWF Beach Bay, Inc.
Articles of Merger for Florida Profit or Non-Profit Corporation
Our File: 1429-183

Gentlemen:

Enclosed please find SWF Beach Bay, Inc.'s Articles of Merger for Florida Profit or Non-Profit Corporation. Also enclosed is my check in the amount of \$35.00 for the required fee.

Yours very truly,



Howard Freidin

HF/dlm
Enclosures
cc: Client, w/enclosures, via Facsimile

Articles of Merger
For
Florida Profit or Non-Profit Corporation

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TALLAHASSEE, FLORIDA

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 type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SWF BEACH BAY, INC.	FLORIDA PA-86028	PROFIT CORPORATION
151 OLD SAN CARLOS, LLC	FLORIDA L05-46898	LIMITED LIABILITY CO

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>
SWF BEACH BAY, INC.	FLORIDA	PROFIT CORPORATION

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:

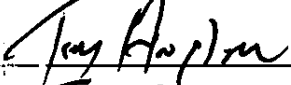
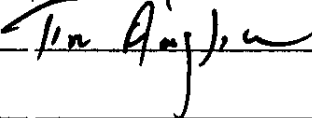
SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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TALLAHASSEE, FLORIDA

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
SWF BEACH BAY, INC.		TIM ANGLIM
151 OLD SAN CARLOS, LLC		SWF BEACH BAY, INC.
		BY TIM ANGLIM PRES

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SWF BEACH BAY, INC	FLORIDA	PROFIT CORPORATION
151 OLD SAN CARLOS, LLC	FLORIDA	LIMITED LIABILITY CO

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>
SWF BEACH BAY, INC	FLORIDA	PROFIT CORPORATION

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

THE MEMBER OF 151 OLD SAN CARLOS, LLC SHALL BECOME THE

SOLE STOCKHOLDER OF SWF BEACH BAY, INC

(Attach additional sheet 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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

ALL STOCK OF THE SURVIVOR WILL BE HELD BY THE MEMBER

OF 151 OLD SAN CARLOS, LLC

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TALLAHASSEE, FLORIDA

(Attach additional sheet if necessary)

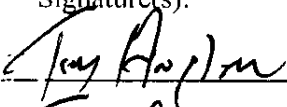
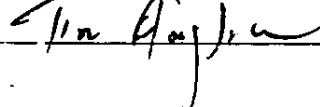
B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

THE MEMBER OF 151 OLD SAN CARLOS WILL HOLD ALL RIGHTS TO

ACQUIRE INTERESTS.

(Attach additional sheet if necessary)

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
SWF BEACH BAY, INC.		TIM ANGLIM
151 OLD SAN CARLOS, LLC		SWF BEACH BAY, INC.
		BY TIM ANGLIM, PRES

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TALLAHASSEE, FLORIDA

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

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