

P04000093143

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

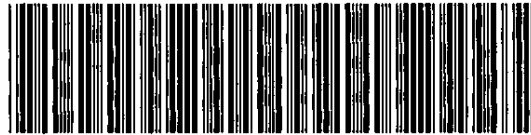
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EFFECTIVE DATE 6/15/2010

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DIVISION OF CORPORATIONS
10 JUN - 3 PM 12:53

B. KOHR

JUN - 7 2010

EXAMINER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JUN -3 PM 12:33

SQUIRE, SANDERS & DEMPSEY	
Requester's Name	
215 S. MONROE ST. SUITE 601	
Address	
FALLAHASSEE 32301	222.2300
City/State/Zip	Phone #

EFFECTIVE DATE _____

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. SHERIDAN 144, INC.	P04000093143
(Corporation Name)	(Document #)
2. _____	_____
(Corporation Name)	(Document #)
3. _____	_____
(Corporation Name)	(Document #)
4. _____	_____
(Corporation Name)	(Document #)

☒ Walk in ☒ Pick up time 2:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

IF YOU HAVE ANY QUESTIONS
PLEASE CONTACT ELIZABETH GLEATON
AT 222.2300. THANK YOU.

CRAB031(7/97)

Examiner's Initials

EFFECTIVE DATE 6/15/2010

SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 JUN -3 PM 12:33

Articles of Merger
SHERIDAN 144, INC.
a Florida Corporation
INTO
GREEN PALM HOLDINGS, LLC
a United States Virgin Islands Limited Liability Company

SHERIDAN 144, INC., a Florida corporation ("Non-Surviving Entity") and GREEN PALM HOLDINGS, LLC, a United States Virgin Islands limited liability company ("Surviving Entity") do hereby certify as follows in accordance with Section 607.1109, 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>
<u>Sheridan 144, Inc.</u>	<u>Florida</u>	<u>corporation</u>
<u>Green Palm Holdings, LLC</u>	<u>Virgin Islands</u>	<u>limited liability company</u>

SECOND: The exact name, form/entity type, and jurisdiction of the Surviving Entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Green Palm Holdings, LLC</u>	<u>Virgin Islands</u>	<u>limited liability company</u>

THIRD: The Plan of Merger attached as Exhibit A and made a part hereof (the "Plan of Merger") was approved by the Non-Surviving Entity formed under the laws of the State of Florida 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 Plan of Merger was approved by the Surviving Entity formed under the laws of the U.S. Virgin Islands that is a party to the merger in accordance with the applicable provisions of Title 13 Virgin Islands Code §1904 et seq.

FIFTH: The effective date of the merger shall be ~~May~~ ^{June} 15, 2010, 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 Entity is not formed, organized or incorporated under the laws of Florida, the Surviving Entity's principal office address in its home state, country or jurisdiction is as follows:

One Hibiscus Alley, St. Thomas, US Virgin Islands 00802

SEVENTH: If the Surviving Entity 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.

EIGHTH: The Articles of Organization of the Surviving Entity were filed with the Office of the Lieutenant Governor of the Virgin Islands on September 30, 2005 and said Articles of Organization shall remain the Articles of Organization for the Surviving Entity.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
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Green Palm Holdings, LLC

Myo Smith, Trustee

STATE OF U.S. Virgin Island
COUNTY OF ST. CROIX

BEFORE ME, the undersigned authority, on this 7th day of May, 2010, personally appeared Myron A. Allick, the manager of Green Palm Holdings, LLC, who being by me first duly sworn, declared that he is the person who signed the foregoing document and that the statements contained in these Articles of Merger are true.

Malvina Jackson

Notary Public

Typed or Printed

SEPT. 28, 2013

NP #072-09



Entity/Organization: Signature(s): Name of
Name of Individual:
Sheridan 144, Inc. [Signature] Jose A. Gonzalez

STATE OF Florida)
COUNTY OF Miami-Dade)ss:

BEFORE ME, the undersigned authority, on this 24 day of May, 2010, personally appeared Jose A. Gonzalez, an authorized officer of Sheridan 144, Inc., who being by me first duly sworn, declared that he is the person who signed the foregoing document and that the statements contained in these Articles of Merger are true.



[Signature]
Notary Public
Typed or Printed

EXHIBIT A
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>
<u>Sheridan 144, Inc.</u>	<u>Florida</u>	<u>corporation</u>
<u>Green Palm Holdings, LLC</u>	<u>Virgin Islands</u>	<u>limited liability company</u>
_____	_____	_____

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>
<u>Green Palm Holdings, LLC</u>	<u>Virgin Islands</u>	<u>limited liability company</u>
_____	_____	_____
_____	_____	_____

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

The stock in Sheridan 144, Inc. shall by virtue of the merger
be cancelled.

(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:

The stock in Sheridan 144, Inc. shall by virtue of the merger

be cancelled.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into 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

(Attach additional sheet if necessary)

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

N/A

(Attach additional sheet if necessary)

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

Myron Allick as Trustee

Green Palm Holdings, LLC

One Hibiscus Alley

St. Thomas, US Virgin Islands 00802

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

In the case of Sheridan 144, Inc., the required number of shareholders set forth in the corporate documents have approved the Plan of Merger. In the case of Green Palm Holdings LLC, the required number of members specified in the Operating Agreement have approved the Plan of Merger.

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

N/A

(Attach additional sheet if necessary)