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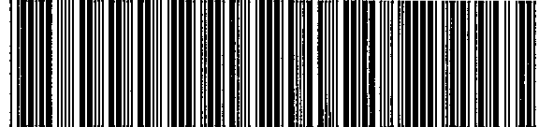
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BEAR GATOR ENTERPRISES, INC.
(Name of Surviving Party)

Please return all correspondence concerning this matter to:

Paul H. Nessler, Jr.
(Contact Person)

Paul H. Nessler, Jr., P.A.
(Firm/Company)

10002 Cortez Boulevard
(Address)

Spring Hill, FL 34609
(City, State and Zip Code)

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For further information concerning this matter, please call:

Paul H. Nessler, Jr. at (352) 596-4242
(Name of Contact Person) (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

**Articles of Merger
For
Florida Profit or Non-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 type, and jurisdiction for each merging party are as follows:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Form/Entity Type</u> |
|-------------------------------|---------------------|-------------------------|
| 906 North Belcher Partnership | Florida | General Partnership |
| Spring Hill Land Partners | Florida | General Partnership |
| BEAR GATOR ENTERPRISES, INC. | Florida | Corporation |

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> |
|------------------------------|---------------------|-------------------------|
| Bear Gator Enterprises, Inc. | Florida | 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:
Date of Filing _____

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:

N/A

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.

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.:

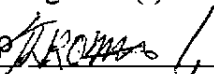


Street address: N/A

Mailing address: N/A

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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, Florida Statutes.

NINTH: Signature(s) for Each Party:

| Name of Entity/Organization: | Signature(s): | Typed or Printed Name of Individual: |
|-------------------------------|--|--------------------------------------|
| 906 North Belcher Partnership |  | Brandon J. Pugh |
| Spring Hill Land Partners |  | Brandon J. Pugh |
| Bear Gator Enterprises, Inc. |  | |
| | | |

| | |
|-----------------------------------|---|
| 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

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> |
|-------------------------------|---------------------|-------------------------|
| 906 North Belcher Partnership | Florida | General Partnership |
| Spring Hill Land Partners | Florida | General Partnership |
| Bear Gator Enterprises, Inc. | Florida | Corporation |
| | | |
| | | |

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> |
|------------------------------|---------------------|-------------------------|
| Bear Gator Enterprises, Inc. | Florida | Corporation |
| | | |

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

All interests and rights held by 906 North Belcher Partnership and Spring Hill Land

Partners are assigned to Bear Gator Enterprises, Inc. and all obligations of 906 North Belcher Partnership and Spring Hill Land Partners are assumed by Bear Gator Enterprises, 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:

Thomas R. O'Malley and Pamela J. Mills each own a Fifty (50%) Interest
in each of the entities, 906 North Belcher Partnership, Spring Hill Land Partners
and Bear Gator Enterprises, Inc., and Thomas R. O'Malley and Pamela J. Mills will continue
to own a Fifty (50%) Interest in the remaining entity, Bear Gator Enterprises, Inc.

(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:

Thomas R. O'Malley and Pamela J. Mills will each relinquish their Fifty (50%) Interest
in each of the entities, 906 North Belcher Partnership, Spring Hill Land Partners
and Thomas R. O'Malley and Pamela J. Mills will receive a Fifty (50%) Interest
in the remaining entity, Bear Gator Enterprises, Inc.

(Attach additional sheet if necessary)

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

N/A

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(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:

N/A

(Attach additional sheet if necessary)

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

N/A

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2006 MAY -4 PM 3:48

(Attach additional sheet if necessary)

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

N/A

(Attach additional sheet if necessary)

RECORD OF PLAN FOR MERGER
OF 906 N. BELCHER PARTNERSHIP TO
BEAR GATOR ENTERPRISES, INC.

Pursuant to Section 607.1108, Florida Statutes, the Florida General Partnership known as 906 N. BELCHER PARTNERSHIP, is hereby merged with a Florida Corporation known as BEAR GATOR ENTERPRISES, INC., as agreed to by all of the Partners of 906 N. BELCHER PARTNERSHIP, and all of the Shareholders of BEAR GATOR ENTERPRISES, INC. under the following conditions:

I. NAME

The name and form of the merging organizations before the merger is:

906 N. BELCHER PARTNERSHIP, a Florida General Partnership; and
BEAR GATOR ENTERPRISES, INC., a Florida Corporation.

The name and form of the surviving entity organization after the merger will be:

BEAR GATOR ENTERPRISES, INC., a Florida Corporation.

II. PARTNERS AND SHAREHOLDERS

The General partners and their respective interests in 906 N. BELCHER PARTNERSHIP, a Florida General Partnership prior to the merger are:

| | |
|-----------------------|---------------------------|
| A) Thomas R. O'Malley | Fifty (50%) Percent Owner |
| B) Pamela J. Mills | Fifty (50%) Percent Owner |

The Shareholders and their respective interests in BEAR GATOR ENTERPRISES, INC., a Florida Corporation prior to the merger are:

| | |
|-----------------------|---------------------------|
| A) Thomas R. O'Malley | Fifty (50%) Percent Owner |
| B) Pamela J. Mills | Fifty (50%) Percent Owner |

The Shareholders and their respective interests in BEAR GATOR ENTERPRISES, INC., a Florida Corporation after the merger are:

| | |
|-----------------------|---------------------------|
| A) Thomas R. O'Malley | Fifty (50%) Percent Owner |
| B) Pamela J. Mills | Fifty (50%) Percent Owner |

III. TERMS OF MERGER


The terms and conditions of the merger will be controlled by the terms and conditions of the Articles of Incorporation and Bylaws of BEAR GATOR ENTERPRISES, INC., a Florida Corporation, as agreed to by the parties and included within the organization documents.

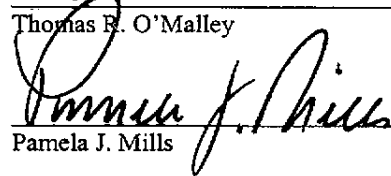
This Merger is adopted and consented to effective the 31ST day of March 2006, and is made and adopted by all of the Partners of 906 N. BELCHER PARTNERSHIP, a Florida General Partnership, and all of the Shareholders of BEAR GATOR ENTERPRISES, INC., a Florida Corporation, pursuant to Section 607.1108,

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Florida Statutes, as evidenced by their execution hereof.

IN WITNESS WHEREOF, the undersigned have set their hands and seals this _____ day of _____, 2006, on behalf of 906 N. BELCHER PARTNERSHIP, a Florida General Partnership and BEAR GATOR ENTERPRISES, INC., a Florida Corporation.



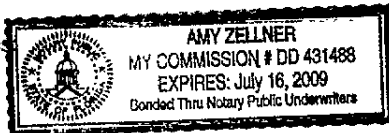
Thomas R. O'Malley


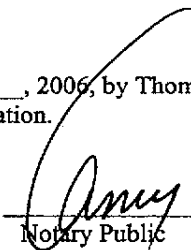
Pamela J. Mills

STATE OF FLORIDA
COUNTY OF Pinellas

Acknowledged Before me this 7 day of April, 2006, by Thomas R. O'Malley, personally known to me, or who produced _____ as identification.

My Commission expires:





Notary Public

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2006 MAY -4 PM 3:49

STATE OF FLORIDA
COUNTY OF Hernando

Acknowledged Before me this 31st day of march, 2006, by Pamela J. Mills, personally known to me, or who produced _____ as identification.

My Commission expires:



Notary Public

