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Florida Department of State  
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MERGER OR SHARE EXCHANGE

EPNG BUILDING II, LTD.

Certificate of Status	0
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DIVISION OF CORPORATIONS

SECRETARY OF STATE

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### ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>1. EPNG Land II, Ltd.</u> <u>2295 Corporate Blvd. N.W.</u> <u>Suite 222</u> <u>Boca Raton, Florida 33431</u> Florida Document/Registration Number: <u>A97000001585</u>	<u>Florida</u>	<u>limited partnership</u>
<u>2. Nort LP II, Ltd.</u> <u>2295 Corporate Blvd. N.W.</u> <u>Suite 222</u> <u>Boca Raton, Florida 33431</u> Florida Document/Registration Number: <u>A97000001586</u>	<u>Florida</u>	<u>limited partnership</u>
<u>3.</u> _____ _____ _____ Florida Document/Registration Number: _____	_____	_____
<u>4.</u> _____ _____ _____ Florida Document/Registration Number: _____	_____	_____

(Attach additional sheet(s) if necessary)

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**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>EPNG Building II, Ltd.</u>	<u>Florida</u>	<u>limited partnership</u>
<u>2295 Corporate Blvd. N.W.</u>		
<u>Suite 222</u>		
<u>Boca Raton, Florida 33431</u>		
<u>Florida Document/Registration Number: A97000001584</u>		<u>FEI Number: 65-0777613</u>

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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**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 other securities of the survivor, in whole or in part, into cash or other property are as follows: The limited partnership interests of the merged entities shall be converted to limited partnership shares of the surviving entity on the basis of overall net fair market of the combined assets. The corporate general partner of each merging entity shall be merged, by separate articles of merger, into the corporate general partner of the surviving entity and the general partner of the surviving entity shall have a one percent general partnership interest in the surviving entity.

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

There are no outstanding rights to acquire interests in any of the constituent entities.

*(Attach additional sheet(s) if necessary)*

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**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

G-P RB Building II, Inc.  
2255 Corporate Blvd. N.W.  
Suite 222  
Boca Raton, Florida 33431

If General Partner is a Non-Individual,

Florida Document/Registration Number

P97000061707

**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)/managing members are as follows:

Not Applicable

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Not Applicable

**EIGHTH:** Other provisions, if any, relating to the merger:

None

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*(Attach additional sheet(s) if necessary)*