

Division of Corporations

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L01000006607

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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To:

Division of Corporations
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From:

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Account Number : 072720000266
Phone : (941) 366-4800
Fax Number : (941) 366-5109

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

TOM & JACKIE PROPERTIES, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$96.25

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

TOM & JACKIE PROPERTIES, INC. A FLORIDA ENTITY

INTO

TOM & JACKIE PROPERTIES, LLC, a Florida entity, L01000006607.

File date: July 19, 2001

Corporate Specialist: Gretchen Harvey

FILED
01 JUL 20 PM 3:41
TALLAHASSEE, FLORIDA

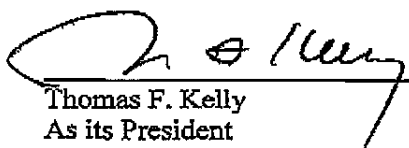
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ARTICLES OF MERGER
OF
TOM & JACKIE PROPERTIES, INC. P000000033610
INTO
TOM & JACKIE PROPERTIES, LLC 601-6607

Tom & Jackie Properties, LLC, a Florida limited liability company (herein called "LLC") hereby delivers to the Department of State for filing the following Articles of Merger for the merger of Tom & Jackie Properties, Inc., a Florida corporation (herein called "Corporation") with and into LLC. LLC shall be the surviving entity.

1. A true copy of the Plan of Merger is attached hereto as Exhibit "A".
2. The Plan of Merger was approved by LLC in accordance with Section 608.4381, Florida Statutes.
3. The Plan of Merger was approved by Corporation in accordance with Section 607.1103, Florida Statutes.
4. The effective date of the merger is the later of July 16, 2001 or the date these Articles of Merger are filed.

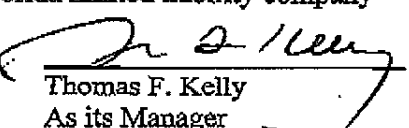
IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities as of the Effective Date.

TOM & JACKIE PROPERTIES, INC.,
a Florida corporation

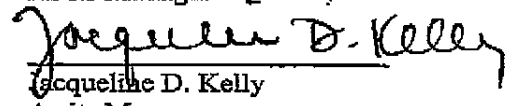
By: 

Thomas F. Kelly
As its President

TOM & JACKIE PROPERTIES, LLC,
a Florida limited liability company

By: 

Thomas F. Kelly
As its Manager

By: 

Jacqueline D. Kelly
As its Manager

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LISA-434663.1

FILED

01 JUL 20 PM 1:40

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EXHIBIT "A"

PLAN OF MERGER
OF TOM & JACKIE PROPERTIES, INC.
WITH AND INTO
TOM & JACKIE PROPERTIES, LLC

FILED
01 JUL 20 PM 1:40
TALLAHASSEE, FLORIDA

Tom & Jackie Properties, Inc., a Florida Corporation, and Tom & Jackie Properties, LLC, a Florida limited liability company, hereby adopt the following plan as the Plan of Merger required by Sections 607.1108 and 608.438, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are Tom & Jackie Properties, Inc., a Florida corporation (hereinafter called "Corporation"), and Tom & Jackie Properties, LLC, a Florida limited liability company (hereinafter called "LLC"). As a result of the merger, Corporation shall be merged with and into LLC. LLC shall be the surviving entity.

2. The merger shall be effective at the later of July 16, 2001 (the "Effective Date"), or the date of filing of the Articles of Merger.

3. All shares of common stock of Corporation issued and outstanding on the Effective Date shall be cancelled. No change shall occur in the membership interests, obligations or other securities of LLC as a result of the merger.

4. LLC is a manager-managed limited liability company and its managers are Thomas F. Kelly and Jacqueline D. Kelly (the "Managers") whose business address is 1545 Blue Heron Drive, Sarasota, Florida 34239.

5. This plan shall be submitted to the shareholder of Corporation for approval. This plan shall be submitted to the Members and Managers of LLC for approval. The Articles of Organization of LLC will not differ from its Articles of Organization before the merger, and each member of LLC will hold the same membership interests, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

6. The merger is intended to effect a "liquidation" of Corporation under Section 331 of the Internal Revenue Code of 1986, as amended. Notwithstanding such intent, the merger is not intended to be a liquidation of Corporation pursuant to Chapter 607, Florida Statutes, or for any purpose other than Federal income tax purposes.

7. The Board of Directors of Corporation, and the Managers and the Members of LLC are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.

8. There are no other terms of or conditions to the merger.

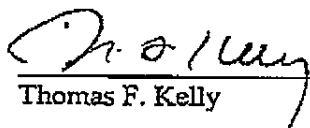
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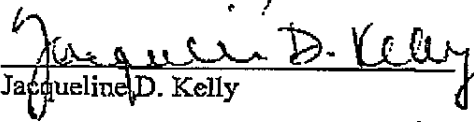
IN WITNESS WHEREOF, this Plan of Merger has been signed by the duly authorized officer of Corporation, the Managers of LLC, and the Members of LLC this ____ day of July 2001.

TOM & JACKIE PROPERTIES, INC., a
Florida corporation

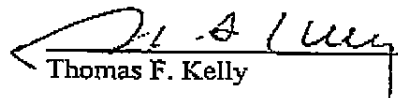
By: 
Thomas F. Kelly
As its President

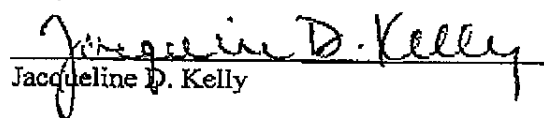
TOM & JACKIE PROPERTIES, LLC,
a Florida limited liability company

By: 
Thomas F. Kelly

By: 
Jacqueline D. Kelly

MANAGERS


Thomas F. Kelly


Jacqueline D. Kelly

MEMBERS

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