

Division of Corporations

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602-34548

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MERGER OR SHARE EXCHANGE

SOUTHEAST COMMUNITY DEVELOPMENT, LLC

12/26/02 01:05:02

Certificate of Status	1
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Page Count	04
Estimated Charge	\$122.50

112.50

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Department of State 12/27/2002 9:17 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 27, 2002

ADORNO & YOSS, PA

SUBJECT: SOUTHEAST COMMUNITY DEVELOPMENT, LLC
REF: W02000035941

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The Plan of Merger must include the name and address of the Manager or Managing Member or the Surviving entity.,

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) 245-6967.

Michelle Hodges
Document Specialist

FAX Aud. #: H02000241268
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

12/27/02 FRI 09:19 [TX/RX NO 8911]

ARTICLES OF MERGER
Merger Sheet

MERGING:

SOUTHEAST COMMUNITY DEVELOPMENT LTD., A97000001562, A Florida
Limited Partnership

INTO

SOUTHEAST COMMUNITY DEVELOPMENT, LLC, a Florida entity,
L02000034548

File date: December 27, 2002, effective January 1, 2003

Corporate Specialist: Michelle Hodges

**ARTICLES OF MERGER
BETWEEN
SOUTHEAST COMMUNITY DEVELOPMENT, LTD.
A FLORIDA LIMITED PARTNERSHIP,
AND
SOUTHEAST COMMUNITY DEVELOPMENT, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

The following Articles of Merger are being submitted in accordance with Sections 620.203 and 608.4382, Florida Statutes.

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

Southeast Community Development Ltd.
Address: #366, 2336 S. East Ocean Boulevard, Stuart, Florida 34996
Jurisdiction: Florida
Entity Type: Limited Partnership
Florida Document Number: A97000001562
FEIN: 65-0770168

Southeast Community Development, LLC
Address: #366, 2336 S. East Ocean Boulevard, Stuart, Florida 34996
Jurisdiction: Florida
Entity Type: Limited Liability Company
Florida Document Number: L02000034548
FEIN: Applied For

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

Southeast Community Development, LLC
Address: #366, 2336 S. East Ocean Boulevard, Stuart, Florida 34996
Jurisdiction: Florida
Entity Type: Limited Liability Company
Florida Document Number: L02000034548
FEIN: Applied For

THIRD: The attached Plan of Merger meets the requirements of Sections 620.201 and 608.438, Florida Statutes, and was approved by each domestic limited partnership and limited liability company that is a party to the merger in accordance with Chapters 620 and 608, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Partnership Agreement or Articles of Organization of any limited partnership or limited liability company that is a party to the merger.

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FIFTH: The merger shall become effective as of January 1, 2003.

Dated: December 20th, 2002.

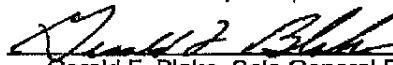
SOUTHEAST COMMUNITY DEVELOPMENT, LTD.

By: SOUTHEAST COMMUNITY PROPERTIES, INC.,
General Partner

By: 
Gerald F. Blake, President

SOUTHEAST COMMUNITY PROPERTIES, LLC.

By: GERALD F. BLAKE, LTD., Sole Member

By: 
Gerald F. Blake, Sole General Partner

**PLAN OF MERGER
 OF
 SOUTHEAST COMMUNITY DEVELOPMENT LTD.,
 A FLORIDA LIMITED PARTNERSHIP
 INTO
 SOUTHEAST COMMUNITY DEVELOPMENT, LLC,
 A FLORIDA LIMITED LIABILITY COMPANY**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 620.202 and 608.4381, Florida Statutes, is being submitted in accordance with Sections 620.201 and 608.438, Florida Statutes.

FIRST: The name and state of incorporation of each of the constituent companies (the "Constituent Entities") of the merger (the "Merger") is as follows:

NAME	STATE OF INCORPORATION
Southeast Community Development, Ltd. #366, 2336 S. East Ocean Boulevard Stuart, Florida 34996	Florida
Southeast Community Development, LLC #366, 2336 S. East Ocean Boulevard Stuart, Florida 34996	Florida

SECOND: The surviving entity of the Merger is Southeast Community Development, LLC, a Florida limited liability company (the "Surviving Entity").

THIRD: The merger shall be effective as of January 1, 2003 (the "Effective Time").

FOURTH: The terms and conditions of the Merger and the manner and basis of converting the shares of the Constituent Entities is as follows:

(a) Corporate Existence

(1) From and after the Effective Time, Southeast Community Development, LLC (a Surviving Entity) as the Surviving Entity shall continue its existence as a Florida limited liability company and (i) it shall thereupon and thereafter possess all rights, privileges, powers, franchises and property (real, personal and mixed) of each of the Constituent Entities; (ii) all debts due to either of the Constituent Entities, on whatever account, all causes in action and all other things belonging to either of the Constituent Entities shall be taken and deemed to be transferred to and shall be vested in the Surviving Entity by virtue of the Merger without further act or deed; (iii) the title to any real estate vested by deed or otherwise, under the laws of any jurisdiction, in either of the Constituent Entities, shall not revert or be in any way impaired by reason of the Merger; and (iv) all rights of creditors and all liens upon any property of any of the Constituent Entities shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Entities shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Entity.

(2) From and after the Effective Time, (i) the Articles of Organization and Operating Agreement of the Surviving Entity, as existing immediately prior to the Effective Time, shall be

the Articles of Organization and Operating Agreement of the Surviving Entity subject to amendments adopted herein, if any, and any subsequent amendments; and (ii) the members of the Surviving Entity holding office immediately prior to the Effective Time shall be the members of the Surviving Entity, each to serve subject to the Surviving Entity's Articles of Organization and Operating Agreement.

(b) Conversion of Securities

All partnership interests of Southeast Community Development, Ltd. issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to exist. Each membership interest of the Surviving Entity issued and outstanding upon the Effective Time, shall remain issued and outstanding as in effect immediately prior to the Merger.

Dated: December 20th, 2002.

SOUTHEAST COMMUNITY DEVELOPMENT, LTD.,
a Florida limited partnership

By: SOUTHEAST COMMUNITY PROPERTIES, INC.,
General Partner

By: 
Gerald F. Blake, President

SOUTHEAST COMMUNITY PROPERTIES, LLC,
a Florida limited liability company

By: GERALD F. BLAKE, LTD., Sole Member/Manager
#366, 2336 S. East Ocean Blvd., Stuart, FL 34996

By: 
Gerald F. Blake,
General Partner