

L04000007317

Florida Department of State
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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

MID BAY REALTY SERVICES, LLC

Certificate of Status	0
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\$105.00

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.438, 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>
1. Mid-Bay Realty Services, LLC 4540 Highway 20 East Niceville, FL 32578 Florida Document/Registration Number: L04000007317	Florida	Limited Liability Company FBI Number: 58-1306439
2. Land Venture Associates 4540 Highway 20 East Niceville, FL 32578 Florida Document/Registration Number: N/A	Florida	General Partnership FBI Number: 58-1306437
3. E.W. Ocala Partnership 4540 Highway 20 East Niceville, FL 32578 Florida Document/Registration Number: N/A	Florida	General Partnership FBI Number: N/A

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>
Mid-Bay Realty Services, LLC 4540 Highway 20 East Niceville, FL 32578 Florida Document/Registration Number: L04000007317	Florida	Limited Liability Company FBI Number: 58-1306439

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1183, 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: The attached Plan of Merger was approved by the other business entities that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

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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.




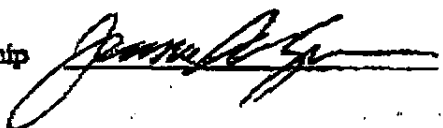
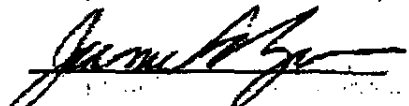
NINTH: The merger shall become effective as of the date this document is filed with the Florida Secretary of State.

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

SIGNATURES ON NEXT PAGE

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<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name</u>
Mid-Bay Realty Services, LLC		Europco Management Company of America By: Jerome A. Zivan, President
Land Ventures Associates, a Georgia general partnership	 	By its General Partners: Jerome A. Zivan Doralla K. VanDyke Zivan
E.W. Ocala Partnership, a Florida general partnership	 	Land Ventures Associates, By: Jerome A. Zivan, general partner and Europco Management Company of America, General Partner By: Jerome A. Zivan, President

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Mid-Bay Realty Services, LLC	Florida
Land Venture Associates	Georgia
E.W. Ocala Partnership	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Mid-Bay Realty Services, LLC	Florida

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

All of the assets of Land Venture Associates and E.W. Ocala Partnership shall be transferred by operation of law to Mid-Bay Realty Services, LLC, and all liabilities of the merged general partnerships shall become liabilities of the surviving limited liability company.

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:

As a result of this merger, the partners of Land Venture Associates will receive eighteen percent (18%) of the Membership Units of the survivor and the partners of E.W. Ocala Partnership will receive thirty one percent (31%) of the Membership Units of the survivor, whereas the current Members of the survivor will retain fifty-one percent (51%) of the Membership Units of the survivor.

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: N/A

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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: N/A

SIXTH: If a limited liability company is the surviving entity the name and address of the managing member is as follows:

Jerome A. Zivan
4540 Highway 20 East
Niceville, Florida 32578

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:
N/A

EIGHTH: Other provisions, if any, relating to the merger: N/A

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