

L05000030320

Division of Corporations

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MERGER OR SHARE EXCHANGE

Beemer & Associates XXXIX, L.L.C.

Certificate of Status	0
Certified Copy	1
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CERTIFICATE OF MERGER

Pursuant to the provisions of Sections 607.1107, 617.1103, 608.4381 and/or 622.02 of the Florida Statutes, the undersigned organizations adopt the following Certificate of Merger:

1. In the manner prescribed by Florida Statutes, the following Plan of Merger was approved by the sole Managing Member of Beemer & Associates XXXIX, LLC, a Florida limited liability company, whose address is 7880 Gate Parkway, Suite 300, Jacksonville, Florida 32256, whose Florida document/registration number is L05000030320, and whose sole asset is that certain real property described on Exhibit A attached hereto (hereinafter referred to as the "Surviving LLC") and by the sole Managing Member of Beemer & Associates XXXIII, LLC, a Florida limited liability company (hereinafter referred to as the "Absorbed LLC"), whose address is 7880 Gate Parkway, Suite 300, Jacksonville, Florida 32256, whose document/registration number is L04000030018, and whose sole asset is that certain real property described on Exhibit B attached hereto:

PLAN OF MERGER

Section One. Merger. The Absorbed LLC shall merge with and into the Surviving LLC.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the Absorbed LLC shall cease, and the Surviving LLC shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed LLC, without the necessity for any separate transfer. The Surviving LLC shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed LLC then owing as of such date with respect to the Absorbed LLC, and neither the rights of creditors nor any liens on the property of the Absorbed LLC shall be impaired by the merger.

Section Three. Conversion of Interests. The manner and basis of converting the membership interests of the members of the Absorbed LLC into membership interests in the Surviving LLC is as follows:

Immediately prior to the merger, the members of and membership interests in the Absorbed LLC were identical to the members of and membership interests in the Surviving LLC, and upon the merger the members and membership interests of the Surviving LLC shall remain unchanged.

Section Four. Changes in Articles of Organization. The Articles of Organization of the Surviving LLC shall continue to be its Articles of Organization following the effective date of the merger.

Section Five. Changes in Operating Agreement. The Operating Agreement of the Surviving LLC shall continue to be its Operating Agreement following the effective date of the merger.

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Section Six. Managing Member. The Managing Member of the Surviving LLC on the effective date of the merger shall continue as the Managing Member of the Surviving LLC.

Section Seven. Approval by Managing Members. This Plan of Merger has been approved contemporaneously with the execution hereof by the sole Managing Member of the Surviving LLC, the sole Managing Member of the Absorbed LLC.

Section Eight. Effective Date of Merger. The effective date of this merger shall be the date the Certificate of Merger is filed with Florida Secretary of State.

Section Nine. Approval by Members and Directors. This Plan of Merger has been duly recommended, approved and adopted by all of the members of and directors of the Surviving LLC and all of the members of and directors of the Absorbed LLC.

2. The Plan of Merger meets the requirements of the Florida Statutes, and was approved contemporaneously with the execution hereof by the Managing Member of the Surviving LLC and the Managing Member of the Absorbed LLC in accordance with Chapters 607, 617, 608 and/or 620 of the Florida Statutes.

The undersigned, Beemer & Associates XXXIX, LLC, a Florida limited liability company, and Beemer & Associates XXXIII, LLC, a Florida limited liability company have caused this Certificate of Merger to be duly executed this 23rd day of June, 2006.

Beemer & Associates XXXIX, LLC,
a Florida limited liability company

Beemer & Associates XXXIII, LLC,
a Florida limited liability company

By: 
Mike Ashourian, sole Managing Member

By: 
Mike Ashourian, sole Managing Member

"Surviving LLC"

"Absorbed LLC"

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EXHIBIT A

PARCEL "B":

THE SHOPPES OF GATE PARKWAY - OUTPARCEL

A PORTION OF SECTION 20, TOWNSHIP 3 SOUTH, RANGE 28 EAST, JACKSONVILLE, DUVAL COUNTY FLORIDA, ALSO KNOWN AS A PORTION OF PARCEL 6, POINT MEADOWS DRIVE, AS RECORDED IN PLAT BOOK 51, PAGES 39 THROUGH 39J OF THE CURRENT PUBLIC RECORDS OF SAID COUNTY AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE COMMENCE AT THE NORTHWESTERLY CORNER OF SAID SECTION 20 AND RUN NORTH 88 DEGREES 14 MINUTES 54 SECONDS EAST ALONG A LINE DIVIDING SAID SECTION 20 AND SECTION 17, SAID TOWNSHIP AND RANGE, A DISTANCE OF 309.84 FEET TO A POINT ON THE EASTERLY RIGHT OF WAY LINE OF POINT MEADOWS DRIVE (A 100 FOOT RIGHT OF WAY AT THIS LOCATION); RUN THENCE THE FOLLOWING THREE (3) COURSES AND DISTANCES ALONG THE SOUTHERLY, SOUTHEASTERLY AND EASTERLY LINE OF LANDS DESCRIBED AND RECORDED IN THE OFFICIAL RECORDS OF SAID COUNTY IN BOOK 11024, PAGE 1394: 1ST COURSE, SOUTH 55 DEGREES 48 MINUTES 03 SECONDS EAST, 147.78 FEET; 2ND COURSE, NORTH 09 DEGREES 48 MINUTES 56 SECONDS EAST, 233.70 FEET; 3RD COURSE, NORTH 25 DEGREES 49 MINUTES 25 SECONDS EAST, 112.73 FEET TO A POINT ON THE SOUTHERLY RIGHT OF WAY LINE OF GATE PARKWAY (A VARIABLE WIDTH RIGHT OF WAY); RUN THENCE THE FOLLOWING (3) COURSES AND DISTANCES ALONG SAID SOUTHERLY RIGHT OF WAY LINE: 1ST COURSE, RUN IN A SOUTHEASTERLY DIRECTION ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE NORTHEASTERLY AND HAVING A RADIUS OF 1,060.00 FEET, AN ARC DISTANCE OF 207.91 FEET TO A POINT, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH 66 DEGREES 45 MINUTES 47 SECONDS EAST, 207.57 FEET; 2ND COURSE, SOUTH 63 DEGREES 01 MINUTES 58 SECONDS EAST, 60.48 FEET; 3RD COURSE, RUN IN AN EASTERLY DIRECTION ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE NORTHERLY AND HAVING A RADIUS OF 1,072.00 FEET, AN ARC DISTANCE OF 198.77 FEET TO THE POINT OF BEGINNING, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH 80 DEGREES 49 MINUTES 29 SECONDS EAST, 198.48 FEET.

FROM THE POINT OF BEGINNING THUS DESCRIBED CONTINUE IN AN EASTERLY DIRECTION ALONG THE ARC OF LAST MENTIONED CURVE IN SAID SOUTHERLY RIGHT OF WAY LINE OF GATE PARKWAY, AN ARC DISTANCE OF 102.91 FEET TO A POINT, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 01 DEGREES 06 MINUTES 48 SECONDS EAST, 102.87 FEET; THENCE SOUTH 01 DEGREES 29 MINUTES 15 SECONDS EAST, CONTINUING ALONG SAID SOUTHERLY RIGHT OF WAY LINE, A DISTANCE OF 27.96 FEET; THENCE NORTH 88 DEGREES 17 MINUTES 21 SECONDS EAST, ALONG THE LIMITED ACCESS RIGHT OF WAY LINE OF SAID SOUTHERLY RIGHT OF WAY LINE, A DISTANCE OF 301.03 FEET TO A POINT ON THE WESTERLY LIMITED ACCESS RIGHT OF WAY LINE OF STATE ROAD 9A (A VARIABLE WIDTH RIGHT OF WAY); THENCE SOUTH 12 DEGREES 25 MINUTES 39 SECONDS EAST, ALONG SAID WESTERLY LIMITED ACCESS RIGHT OF WAY LINE, A DISTANCE OF 95.47 FEET TO AN ANGLE POINT; THENCE SOUTH 09 DEGREES 12 MINUTES 41 SECONDS EAST, CONTINUING ALONG SAID WESTERLY RIGHT OF WAY LINE, A DISTANCE OF 304.64 FEET; THENCE NORTH 82 DEGREES 20 MINUTES 06 SECONDS WEST, ALONG THE SOUTHERLY LINE OF SAID PARCEL 6, POINT MEADOWS DRIVE, A DISTANCE OF 331.08 FEET; THENCE NORTH 20 DEGREES 30 MINUTES 43 SECONDS EAST, DEPARTING SAID SOUTHERLY LINE OF PARCEL 6, A DISTANCE OF 280.23 FEET; THENCE NORTH 69 DEGREES 29 MINUTES 15 SECONDS WEST, A DISTANCE OF 35.00 FEET TO A POINT ON A CURVE; RUN THENCE IN A NORTHERLY DIRECTION ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE WESTERLY AND HAVING A RADIUS OF 100.00 FEET, AN ARC DISTANCE OF 29.17 FEET TO THE POINT OF TANGENCY OF SAID CURVE, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 12 DEGREES 09 MINUTES 18 SECONDS EAST, 29.07 FEET; THENCE NORTH 03 DEGREES 47 MINUTES 52 SECONDS WEST, A DISTANCE OF 37.64 FEET TO THE POINT OF BEGINNING.

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Exhibit B

PARCEL "A":

PARCEL B AS SHOWN ON MAP OF POINT MEADOWS DRIVE, AS RECORDED IN PLAT BOOK 53, PAGES 59 THROUGH 59J OF THE CURRENT PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA, LESS AND EXCEPT:

A PORTION OF SECTIONS 17 AND 20, TOWNSHIP 3 SOUTH, RANGE 28 EAST, JACKSONVILLE, DUVAL COUNTY, FLORIDA, ALSO KNOWN AS A PORTION OF PARCEL B, POINT MEADOWS DRIVE, AS SHOWN ON PLAT RECORDED IN PLAT BOOK 53, PAGES 59 THROUGH 59J, CURRENT PUBLIC RECORDS OF SAID COUNTY AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

FOR A POINT OF REFERENCE, COMMENCE AT THE SOUTHWESTERLY CORNER OF SAID SECTION 17 AND RUN NORTH 88° 14' 54" EAST ALONG THE LINE DIVIDING SAID SECTION 17 AND SECTION 20, A DISTANCE OF 509.84 FEET TO A POINT ON THE EASTERLY RIGHT OF WAY LINE OF POINT MEADOWS DRIVE (A 100 FOOT WIDE RIGHT OF WAY AT THIS LOCATION) AND THE POINT OF BEGINNING.

FROM THE POINT OF BEGINNING THUS DESCRIBED, THENCE SOUTH 55° 48' 03" EAST, A DISTANCE OF 147.78 FEET; THENCE NORTH 59° 48' 56" EAST, A DISTANCE OF 235.70 FEET; THENCE NORTH 25° 49' 25" EAST, A DISTANCE OF 112.73 FEET TO A POINT ON THE SOUTHWESTERLY RIGHT OF WAY LINE OF GATE PARKWAY, ACCORDING TO PLAT THEREOF RECORDED IN PLAT BOOK 52, PAGES 55, 55A THROUGH 55K OF THE CURRENT PUBLIC RECORDS OF SAID COUNTY; RUN THENCE NORTHWESTERLY ALONG SAID RIGHT OF WAY LINE, AS FOLLOWS: FIRST COURSE, ALONG THE ARC OF A CURVE CONCAVE NORTHEASTERLY WITH A RADIUS OF 1,050.00 FEET, AN ARC DISTANCE OF 184.75 FEET TO A POINT OF REVERSE CURVATURE, SAID ARC BEING SUBTENDED BY A CHORD BEARING OF NORTH 56° 09' 02" WEST AND DISTANCE OF 184.52 FEET; SECOND COURSE, WESTERLY ALONG THE ARC OF A CURVE CONCAVE SOUTHERLY WITH A RADIUS OF 50.00 FEET, AN ARC DISTANCE OF 74.03 FEET TO THE POINT OF TANGENCY OF SAID CURVE, SAID ARC BEING SUBTENDED BY A CHORD BEARING OF SOUTH 86° 25' 37" WEST AND DISTANCE OF 67.45 FEET; THENCE ALONG AFORESAID RIGHT OF WAY LINE OF POINT MEADOWS DRIVE AS FOLLOWS: FIRST COURSE: SOUTH 44° 00' 41" WEST, A DISTANCE OF 99.05 FEET TO A POINT OF CURVATURE; SECOND COURSE: SOUTHWESTERLY ALONG THE ARC OF A CURVE CONCAVE SOUTHEASTERLY WITH A RADIUS OF 930.00 FEET, AN ARC DISTANCE OF 163.88 FEET TO THE POINT OF BEGINNING, SAID ARC BEING SUBTENDED BY A CHORD BEARING SOUTH 39° 04' 11" WEST AND DISTANCE OF 163.67 FEET.

LESS AND EXCEPT THE FOLLOWING DESCRIBED PARCELS 1 AND 2:

PARCEL 1:

A PORTION OF SECTION 20, TOWNSHIP 3 SOUTH, RANGE 28 EAST, JACKSONVILLE, DUVAL COUNTY, FLORIDA, ALSO KNOWN AS A PORTION OF PARCEL B, POINT MEADOWS DRIVE, AS RECORDED IN PLAT BOOK 53, PAGES 59 THROUGH 59J OF THE CURRENT PUBLIC RECORDS OF SAID COUNTY AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE COMMENCE AT THE NORTHWESTERLY CORNER OF SAID SECTION 20 AND RUN NORTH 88° 14' 54" EAST ALONG A LINE DIVIDING SAID SECTION 20 AND SECTION 17, SAID TOWNSHIP AND RANGE, A DISTANCE OF 509.84 FEET TO A POINT ON THE EASTERLY RIGHT OF WAY LINE OF POINT MEADOWS DRIVE (A 100 FOOT RIGHT OF WAY AT THIS LOCATION) AND THE POINT OF BEGINNING.

FROM THE POINT OF BEGINNING THUS DESCRIBED RUN SOUTH 55° 48' 03" EAST, ALONG THE SOUTHERLY LINE OF LANDS DESCRIBED AND RECORDED IN THE OFFICIAL RECORDS OF SAID COUNTY IN BOOK 11025, PAGE 1394, A DISTANCE OF 147.78 FEET; THENCE NORTH 59° 48' 56" EAST, ALONG THE SOUTHEASTERLY LINE OF SAID OFFICIAL RECORD BOOK 11025, PAGE 1394, A DISTANCE OF 69.64 FEET; THENCE SOUTH 16° 00' 29" EAST, A DISTANCE OF 143.31 FEET; THENCE SOUTH 00° 05' 28" EAST, A DISTANCE OF 208.10 FEET; THENCE NORTH 71° 45' 17" WEST, A DISTANCE OF 397.45 FEET TO A POINT ON A CURVE IN SAID EASTERLY RIGHT OF WAY LINE OF POINT MEADOWS DRIVE (A VARIABLE WIDTH RIGHT OF WAY AT THIS LOCATION); RUN THENCE IN A NORTHERLY DIRECTION ALONG THE ARC OF A CURVE IN SAID EASTERLY RIGHT OF WAY LINE, SAID CURVE BEING CONCAVE EASTERLY AND HAVING A RADIUS OF 933.00 FEET, AN ARC DISTANCE OF 314.41 FEET TO AN ANGLE POINT IN SAID EASTERLY RIGHT OF WAY LINE, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 28° 08' 17" EAST, 312.99 FEET; THENCE NORTH 88° 14' 54" EAST, CONTINUING ALONG SAID EASTERLY RIGHT OF WAY LINE, A DISTANCE OF 12.32 FEET TO THE POINT OF BEGINNING.

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PARCEL 2:

A PORTION OF SECTION 20, TOWNSHIP 3 SOUTH, RANGE 28 EAST, JACKSONVILLE, DUVAL COUNTY FLORIDA ALSO KNOWN AS A PORTION OF PARCEL 6, POINT MEADOWS DRIVE, AS RECORDED IN PLAT BOOK 53, PAGES 50 THROUGH 59 OF THE CURRENT PUBLIC RECORDS OF SAID COUNTY AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: FOR A POINT OF REFERENCE COMMENCE AT THE NORTHWESTERLY CORNER OF SAID SECTION 20 AND RUN NORTH 85 DEGREES 14 MINUTES 54 SECONDS EAST ALONG A LINE DIVIDING SAID SECTION 20 AND SECTION 17, SAID TOWNSHIP AND RANGE, A DISTANCE OF 509.84 FEET TO A POINT ON THE EASTERLY RIGHT OF WAY LINE OF POINT MEADOWS DRIVE (A 100 FOOT RIGHT OF WAY AT THIS LOCATION); RUN THENCE THE FOLLOWING THREE (3) COURSES AND DISTANCES ALONG THE SOUTHERLY, SOUTHEASTERLY AND EASTERLY LINE OF LANDS DESCRIBED AND RECORDED IN THE OFFICIAL RECORDS OF SAID COUNTY IN BOOK 11025, PAGE 1394: 1ST COURSE, SOUTH 55 DEGREES 48 MINUTES 01 SECONDS EAST, 147.78 FEET; 2ND COURSE, NORTH 69 DEGREES 48 MINUTES 56 SECONDS EAST, 235.70 FEET; 3RD COURSE, NORTH 25 DEGREES 48 MINUTES 23 SECONDS EAST, 112.73 FEET TO A POINT ON THE SOUTHERLY RIGHT OF WAY LINE OF GATE PARKWAY (A VARIABLE WIDTH RIGHT OF WAY); RUN THENCE THE FOLLOWING (3) COURSES AND DISTANCES ALONG SAID SOUTHERLY RIGHT OF WAY LINE: 1ST COURSE, RUN IN A SOUTHEASTERLY DIRECTION ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE NORTHEASTERLY AND HAVING A RADIUS OF 1,060.00 FEET, AN ARC DISTANCE OF 207.91 FEET TO A POINT, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH 86 DEGREES 45 MINUTES 47 SECONDS EAST, 207.57 FEET; 2ND COURSE, SOUTH 63 DEGREES 01 MINUTES 38 SECONDS EAST, 60.48 FEET; 3RD COURSE, RUN IN AN EASTERLY DIRECTION ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE NORTHERLY AND HAVING A RADIUS OF 1,072.00 FEET, AN ARC DISTANCE OF 198.77 FEET TO THE POINT OF BEGINNING, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH 80 DEGREES 49 MINUTES 29 SECONDS EAST, 198.48 FEET.

FROM THE POINT OF BEGINNING THUS DESCRIBED CONTINUE IN AN EASTERLY DIRECTION ALONG THE ARC OF LAST MENTIONED CURVE IN SAID SOUTHERLY RIGHT OF WAY LINE OF GATE PARKWAY, AN ARC DISTANCE OF 102.91 FEET TO A POINT, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 01 DEGREES 08 MINUTES 48 SECONDS EAST, 102.87 FEET; THENCE SOUTH 01 DEGREES 29 MINUTES 15 SECONDS EAST, CONTINUING ALONG SAID SOUTHERLY RIGHT OF WAY LINE, A DISTANCE OF 27.96 FEET; THENCE NORTH 82 DEGREES 17 MINUTES 21 SECONDS EAST, ALONG THE LIMITED ACCESS RIGHT OF WAY LINE OF SAID SOUTHERLY RIGHT OF WAY LINE, A DISTANCE OF 301.03 FEET TO A POINT ON THE WESTERLY LIMITED ACCESS RIGHT OF WAY LINE OF STATE ROAD 9A (A VARIABLE WIDTH RIGHT OF WAY); THENCE SOUTH 12 DEGREES 25 MINUTES 33 SECONDS EAST, ALONG SAID WESTERLY LIMITED ACCESS RIGHT OF WAY LINE, A DISTANCE OF 95.47 FEET TO AN ANGLE POINT; THENCE SOUTH 09 DEGREES 12 MINUTES 41 SECONDS EAST, CONTINUING ALONG SAID WESTERLY RIGHT OF WAY LINE, A DISTANCE OF 304.64 FEET; THENCE NORTH 82 DEGREES 20 MINUTES 06 SECONDS WEST, ALONG THE SOUTHERLY LINE OF SAID PARCEL 6, POINT MEADOWS DRIVE, A DISTANCE OF 551.68 FEET; THENCE NORTH 20 DEGREES 30 MINUTES 45 SECONDS EAST, DEPARTING SAID SOUTHERLY LINE OF PARCEL 6, A DISTANCE OF 280.23 FEET; THENCE NORTH 09 DEGREES 29 MINUTES 15 SECONDS WEST, A DISTANCE OF 35.00 FEET TO A POINT ON A CURVE; RUN THENCE IN A NORTHERLY DIRECTION ALONG THE ARC OF A CURVE, SAID CURVE BEING CONCAVE WESTERLY AND HAVING A RADIUS OF 100.00 FEET, AN ARC DISTANCE OF 29.17 FEET TO THE POINT OF TANGENCY OF SAID CURVE, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 12 DEGREES 09 MINUTES 18 SECONDS EAST, 29.07 FEET; THENCE NORTH 03 DEGREES 47 MINUTES 52 SECONDS WEST, A DISTANCE OF 37.64 FEET TO THE POINT OF BEGINNING.

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