

L05000119437

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

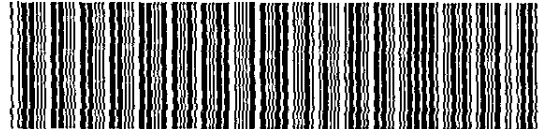
(Document Number)

Certified Copies _____ Certificates of Status _____

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2006 FEB 20 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Requester's Name	
Address	
City/State/Zip	Phone #
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

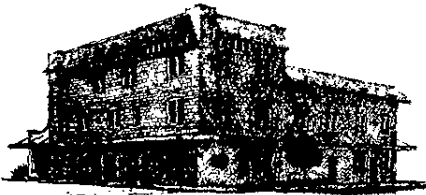
- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

HARRISON, HENDRICKSON & KIRKLAND, P.A.

ATTORNEYS AT LAW
1206 Manatee Avenue West
Bradenton, Florida 34205-7518
(941) 746-1167

LARRY R. CHULOCK
KIMBERLY L. GRAUS
GEORGE H. HARRISON
G. JOSEPH HARRISON
THOMAS W. HARRISON
ROBERT W. HENDRICKSON, III
W. NELSON KIRKLAND
CRYSTAL D. THOMAS



February 16, 2006

EDWIN T. MULLOCK, P.A.
Of Counsel

Please Reply To:
Post Office Box 400
Bradenton, Florida 34206-0400

FILED
2006 FEB 20 AM 8:44
CLERK OF STATE
TALLAHASSEE, FLORIDA
Fax: (941) 763-2229

Division of Corporations
Personal & Confidential
Attn: Buck Kohr
P.O. Box 6327
Tallahassee, FL 32314

**Re: Merger: BFC Bradenton, LLC, a Florida limited liability company and
BFC, a Florida Joint Venture
Surviving entity: BFC Bradenton, LLC, a Florida limited liability company**

Dear Mr. Kohr:

Per our telephone conversation of February 16, 2006, enclosed please find the following:

1. Division of Corporations Cover Letter;
2. Division of Corporations Certificate of Merger for Florida Limited Liability Company;
3. Division of Corporations Plan of Merger;
4. Articles of Merger of BFC, a Florida Joint Venture into BFC Bradenton, LLC, a Florida Limited Liability Company;
5. Plan of Merger; and,
6. A check in the amount of \$80.00 drawn on the law firm of Harrison, Hendrickson & Kirkland to pay for filing fees and one certified copy of a Certificate of Merger.

Thank you for your assistance in this matter and please do not hesitate to call me at (941) 746-1167 should you have any questions.

Very truly yours,

HARRISON, HENDRICKSON
& KIRKLAND, P.A.

Lisa Endriss, Assistant to
G. Joseph Harrison

/s/

Enclosures

H:\j-davis\Ltrs\Ltr-BFC Bradenton, LLC merger cover.doc

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BFC Bradenton, LLC, a Florida limited liability company
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

G. Joseph Harrison, Esq.

(Contact Person)

Harrison, Hendrickson & Kirkland, P.A.

(Firm/Company)

1206 Manatee Avenue West

(Address)

Bradenton, FL 34205

(City, State and Zip Code)

2006 FEB 20 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

For further information concerning this matter, please call:

G. Joseph Harrison at (941) 746-1167

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED

2006 FEB 20 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
BFC, a Florida joint venture	State of Florida	joint venture
BFC Bradenton, LLC	State of Florida	limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
BFC Bradenton, LLC	State of Florida	limited liability company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

n/a

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: n/a

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>See Articles of Merger & Plan of Merger</u>		<u>Attached</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

FILED
2006 FEB 20 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
BFC, a Florida Joint Venture	State of Florida	Florida joint venture
BFC Bradenton, LLC	State of Florida	Florida limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
BFC Bradenton, LLC	State of Florida	Florida limited liability company

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

Exchange of joint venture interest for membership interest as set forth in the attached.

(Attach additional sheet if necessary)

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

Exchange (refer to attached)

(Attach additional sheet if necessary)

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

Non-Applicable

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Non-Applicable

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

Non-Applicable

(Attach additional sheet if necessary)

ARTICLES OF MERGER
OF
BFC, A FLORIDA JOINT VENTURE
INTO
BFC BRADENTON, LLC, A FLORIDA LIMITED LIABILITY COMPANY

FILED
2006 FEB 20 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 608.4382, Florida Statutes, BFC, a Florida joint venture, and BFC BRADENTON, LLC, a Florida limited liability company, adopt these Articles of Merger for the purpose of merging BFC, a Florida joint venture, into BFC BRADENTON, LLC, a Florida limited liability company.

1. The Plan of Merger setting forth the terms and conditions of the merger of BFC, a Florida joint venture, into BFC BRADENTON, LLC, a Florida limited liability company, is attached to these Articles as Exhibit "A" and incorporated herein by reference.


2. The Plan of Merger was approved by BFC BRADENTON, LLC, a Florida limited liability company, in accordance with the applicable provisions of Chapter 608.4381 of Florida Statutes.

3. The Plan of Merger was approved by BFC, a Florida joint venture, all in accordance with the applicable provisions of Chapter 620 of Florida Statutes.

4. The effective date of the merger shall be the date upon which the Articles of Merger are filed with the Department of State of the State of Florida.

IN WITNESS WHEREOF, these Articles were executed by both parties, BFC, a Florida joint venture, and BFC Bradenton, LLC, a Florida limited liability company, this 15 day of Feb, 2006.

BFC, a Florida joint venture

By: 
James M. Doss, Joint Venture Partner

BY: BRADENTON-SIMPSON LIMITED
PARTNERSHIP, Joint Venture Partner

BY: BRADENTON-SIMPSON, INC., a Florida
corporation, its General Partner

By: _____
Donald F. Simpson, President
(Corporate Seal)

BY: ROBINSON FINANCIAL CENTER, INC.,
A Florida corporation, Joint Venture Partner

By: William C. Robinson
William C. Robinson, President
(Corporate Seal)

By: John H. Robinson, Jr.
John H. Robinson, Jr., Joint Venture Partner

By: Thomas A. Howze
Thomas A. Howze, as Trustee of the Thomas A. Howze
Trust u/a/d January 24, 2003, Joint Venture Partner

By: John H. Robinson
John H. Robinson, as Trustee of the Larry L. Robinson
1990 Irrevocable Trust, Joint Venture Partner

By: John H. Robinson
John H. Robinson, as Trustee of the Donna L. Secrest
1990 Irrevocable Trust, Joint Venture Partner

By: John H. Robinson
John H. Robinson, as Trustee of the Shannon L. Turner
1990 Irrevocable Trust, Joint Venture Partner

BY: BRADENTON-SIMPSON LIMITED
PARTNERSHIP, Joint Venture Partner

BY: BRADENTON-SIMPSON, INC., a Florida
corporation, its General Partner

By: Donald F. Simpson, Jr.
Donald F. Simpson, President
(Corporate Seal)

BY: ROBINSON FINANCIAL CENTER, INC.,
A Florida corporation, Joint Venture Partner

By: _____
William C. Robinson, President
(Corporate Seal)

By: _____
John H. Robinson, Jr., Joint Venture Partner

By: _____
Thomas A. Howze, as Trustee of the Thomas A. Howze
Trust u/a/d January 24, 2003, Joint Venture Partner

By: _____
John H. Robinson, as Trustee of the Larry L. Robinson
1990 Irrevocable Trust, Joint Venture Partner

By: _____
John H. Robinson, as Trustee of the Donna L. Secrest
1990 Irrevocable Trust, Joint Venture Partner

By: _____
John H. Robinson, as Trustee of the Shannon L. Turner
1990 Irrevocable Trust, Joint Venture Partner

By: John H. Robinson
John H. Robinson, as Trustee of the Bradley M. Turner
1990 Irrevocable Trust, Joint Venture Partner

By: Mercia M. Sheldrick
Mercia M. Sheldrick, Trustee u/a/d September 13, 1982,
Joint Venture Partner

BFC BRADENTON, LLC,
a Florida limited liability company

BY: BRADENTON-SIMPSON LIMITED
PARTNERSHIP, Member

BY: BRADENTON-SIMPSON, INC.,
a Florida corporation

By: _____
Donald F. Simpson, President
(Corporate Seal)

By: John H. Robinson, Jr.
John H. Robinson, Jr., Member

By: James M. Doss
James M. Doss, Member

By: Thomas A. Howze
Thomas A. Howze, as Trustee of the Thomas A. Howze
Trust u/a/d January 24, 2003, Member

BY: ROBINSON FINANCIAL CENTER, INC.,
A Florida corporation, Member

By: William C. Robinson
William C. Robinson, President
(Corporate Seal)

By: _____
John H. Robinson, as Trustee of the Bradley M. Turner
1990 Irrevocable Trust, Joint Venture Partner

By: _____
Mercia M. Sheldrick, Trustee u/a/d September 13, 1982,
Joint Venture Partner

BFC BRADENTON, LLC,
a Florida limited liability company

BY: BRADENTON-SIMPSON LIMITED
PARTNERSHIP, Member

BY: BRADENTON-SIMPSON, INC.,
a Florida corporation

By: Donald F. Simpson, Sr.
Donald F. Simpson, President
(Corporate Seal)

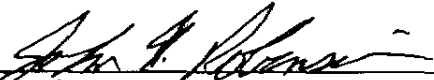
By: _____
John H. Robinson, Jr., Member

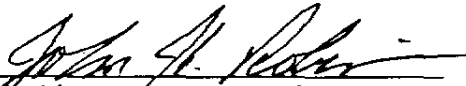
By: _____
James M. Doss, Member

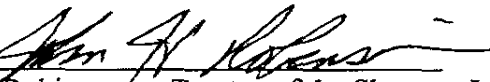
By: _____
Thomas A. Howze, as Trustee of the Thomas A. Howze
Trust u/a/d January 24, 2003, Member

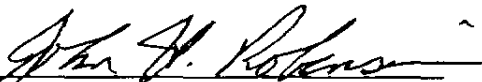
BY: ROBINSON FINANCIAL CENTER, INC.,
A Florida corporation, Member


By: _____
William C. Robinson, President
(Corporate Seal)

By: 
John H. Robinson, as Trustee of the Larry L. Robinson
1990 Irrevocable Trust, Member

By: 
John H. Robinson, as Trustee of the Donna L. Secrest
1990 Irrevocable Trust, Member

By: 
John H. Robinson, as Trustee of the Shannon L. Turner
1990 Irrevocable Trust, Member

By: 
John H. Robinson, as Trustee of the Bradley M. Turner
1990 Irrevocable Trust, Member

By:  w/p.o.a.
Mercia M. Sheldrick, Trustee u/a/d September 13, 1982,
Member

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared James M. Doss, known to me to be a Joint Venture Partner of BFC, a Florida joint venture, and a member of BFC Bradenton, LLC, a Florida limited liability company, in whose names the foregoing instrument was executed, and that he acknowledged executing the same for such joint venture and company, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification: _____.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of January, A.D. 2006.

Margarita H. Fernandez
NOTARY PUBLIC
Margarita H. Fernandez
Printed Notary Signature
Commission No. _____

MY COMMISSION EXPIRES:



Margarita H. Fernandez
My Commission DD255730
Expires January 29, 2008

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared William C. Robinson, known to me to be President of Robinson Financial Center, Inc., a Florida corporation, in its capacity both as member of BFC Bradenton, LLC, a Florida limited liability company and as Joint Venture Partner of BFC, a Florida joint venture, in whose names the foregoing instrument was executed, and that he acknowledged executing the same for such corporation, on behalf of the company and the joint venture, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification: _____.

WITNESS my hand and official seal in the County and State last aforesaid this 20th day of January, A.D. 2006.

Margarita H. Fernandez
NOTARY PUBLIC
Margarita H. Fernandez
Printed Notary Signature
Commission No. _____

MY COMMISSION EXPIRES:



Margarita H. Fernandez
My Commission DD255730
Expires January 29, 2008

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Donald F. Simpson, known to me to be the President of Bradenton-Simpson, Inc., a Florida corporation in its capacity as general partner of Bradenton-Simpson Limited Partnership on behalf of such Partnership in its capacity as a Member of BFC Bradenton, LLC, a Florida limited liability company and a joint venture partner in BFC, a Florida joint venture, in whose names the foregoing instrument was executed, and that he acknowledged executing the same for such corporation, on behalf of the partnership on its behalf as member and joint venture partner respectively of the company and joint venture, and that an oath was not taken. (Check one:) ☐ Said person is personally known to me. ☐ Said person provided the following type of identification: _____

WITNESS my hand and official seal in the County and State last aforesaid this _____ day of _____, A.D. 2006.

NOTARY PUBLIC

Printed Notary Signature
Commission No. _____

MY COMMISSION EXPIRES:

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared John H. Robinson, Jr., known to me to be a Member of BFC Bradenton, LLC, a Florida limited liability company, and a joint venture partner of BFC, a Florida joint venture, in whose names the foregoing instrument was executed, and that he acknowledged executing the same on behalf of the company and joint venture, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification: _____

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of January, A.D. 2006.

Margarita H. Fernandez
NOTARY PUBLIC
Margarita H. Fernandez
Printed Notary Signature
Commission No. _____

MY COMMISSION EXPIRES:



STATE OF ~~FLORIDA~~ VIRGINIA
~~COUNTY OF MANATEE~~ CITY OF ALEXANDRIA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Donald F. Simpson, known to me to be the President of Bradenton-Simpson, Inc., a Florida corporation in its capacity as general partner of Bradenton-Simpson Limited Partnership on behalf of such Partnership in its capacity as a Member of BFC Bradenton, LLC, a Florida limited liability company and a joint venture partner in BFC, a Florida joint venture, in whose names the foregoing instrument was executed, and that he acknowledged executing the same for such corporation, on behalf of the partnership on its behalf as member and joint venture partner respectively of the company and joint venture, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification: _____

WITNESS my hand and official seal in the County and State last aforesaid this 11th day of January, A.D. 2006.



NOTARY PUBLIC
Anita A. Slaymaker

Printed Notary Signature

Commission No. _____

MY COMMISSION EXPIRES:
August 31, 2006

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared John H. Robinson, Jr., known to me to be a Member of BFC Bradenton, LLC, a Florida limited liability company, and a joint venture partner of BFC, a Florida joint venture, in whose names the foregoing instrument was executed, and that he acknowledged executing the same on behalf of the company and joint venture, and that an oath was not taken. (Check one:) ☐ Said person is personally known to me. ☐ Said person provided the following type of identification: _____

WITNESS my hand and official seal in the County and State last aforesaid this _____ day of _____, A.D. 2006.

NOTARY PUBLIC

Printed Notary Signature

Commission No.

MY COMMISSION EXPIRES:

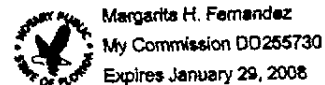
STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Thomas A. Howze, as Trustee of the Thomas A. Howze Trust u/a/d January 24, 2003, known to me to be a Member of BFC Bradenton, LLC, a Florida limited liability company and a joint venture partner of BFC, Joint Venture, a Florida joint venture, in whose names the foregoing instrument was executed, and that he acknowledged executing the same on behalf of the company and the joint venture, and that an oath was not taken. (Check one:) ☐ Said person is personally known to me. ☒ Said person provided the following type of identification:

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of January, A.D. 2006.

Margarita H. Fernández
NOTARY PUBLIC
Margarita H. Fernández
Printed Notary Signature
Commission No. _____

MY COMMISSION EXPIRES:



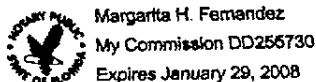
STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared John H. Robinson, Jr., as Trustee of the Larry L. Robinson 1990 Irrevocable Trust, known to me to be a Member of BFC Bradenton, LLC, a Florida limited liability company, and a joint venture partner of BFC, A Florida joint venture, in whose names the foregoing instrument was executed, and that he acknowledged executing the same on behalf of the company and, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification: _____

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of January, A.D. 2006.

Margarita H. Fernández
NOTARY PUBLIC
Margarita H. Fernández
Printed Notary Signature
Commission No. _____

MY COMMISSION EXPIRES:



STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared John H. Robinson, Jr., as Trustee of the Donna L. Secrest 1990 Irrevocable Trust, known to me to be a Member of BFC Bradenton, LLC, a Florida limited liability company, and a joint venture partner of BFC, a Florida joint venture, in whose names the foregoing instrument was executed, and that he acknowledged executing the same on behalf of the company and joint venture, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification:

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of January, A.D. 2006.

Margarita H. Fernández
NOTARY PUBLIC
Margarita H. Fernández
Printed Notary Signature
Commission No. _____

MY COMMISSION EXPIRES:



Margarita H. Fernandez
My Commission DD255730
Expires January 29, 2008

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared John H. Robinson, Jr., as Trustee of the Shannon L. Turner 1990 Irrevocable Trust, known to me to be a Member of BFC Bradenton, LLC, a Florida limited liability company, and a joint venture partner of BFC, a Florida joint venture, in whose names the foregoing instrument was executed, and that he acknowledged executing the same on behalf of the company and joint venture, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification:

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of January, A.D. 2006.

Margarita H. Fernández
NOTARY PUBLIC
Margarita H. Fernández
Printed Notary Signature
Commission No. _____

MY COMMISSION EXPIRES:



Margarita H. Fernandez
My Commission DD255730
Expires January 29, 2008

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared John H. Robinson, Jr., Trustee of the Bradley M. Turner 1990 Irrevocable Trust, known to me to be a Member of BFC Bradenton, LLC, a Florida limited liability company, and a joint venture partner of BFC, a Florida joint venture, in whose names the foregoing instrument was executed, and that he acknowledged executing the same on behalf of the company and joint venture, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification:

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of January, A.D. 2006.

Margarita H. Fernandez
NOTARY PUBLIC
Margarita H. Fernandez
Printed Notary Signature
Commission No. _____

MY COMMISSION EXPIRES:



Margarita H. Fernandez
My Commission DD255730
Expires January 29, 2008

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Mercia M. Sheldrick, Trustee u/a/d September 13, 1982, known to me to be a Member of BFC Bradenton, LLC, a Florida limited liability company, and a joint venture partner of BFC, a Florida joint venture, in whose names the foregoing instrument was executed, and that she acknowledged executing the same on behalf of the company and joint venture, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification: _____ Signed by James Doss as PO

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of January, A.D. 2006.

Margarita H. Fernandez
NOTARY PUBLIC
Margarita H. Fernandez
Printed Notary Signature
Commission No. _____

MY COMMISSION EXPIRES:



Margarita H. Fernandez
My Commission DD255730
Expires January 29, 2008

PLAN OF MERGER

THIS PLAN OF MERGER of BFC, a Florida joint venture, and BFC Bradenton, LLC, a Florida limited liability company, pursuant to Section 608.438 of the Florida Statutes, is adopted as follows:

A. BFC, a Florida joint venture, shall be merged with and into BFC Bradenton, LLC, a Florida limited liability company, to exist and be governed by the laws of the State of Florida.

B. The name of the surviving limited liability or business entity shall be BFC Bradenton, LLC, a Florida limited liability company.

C. When this Agreement becomes effective, the existence of BFC, a Florida joint venture, shall cease and the surviving entity, BFC Bradenton, LLC, a Florida limited liability company, shall succeed, without other transfer, to all of the rights and property of BFC, a Florida joint venture, and shall be subject to all of the debts and liabilities of said joint venture in the same manner as if the surviving limited liability company had itself incurred the same. All rights of creditors and all liens on the property of each entity shall be preserved unimpaired, limited to the lien to the property effected by the liens immediately prior to the merger.

D. The surviving entity, BFC Bradenton, LLC, a Florida limited liability company, will carry on business with the assets of said joint venture as well as the assets of its own.

E. The joint venturers, of BFC, a Florida joint venture, shall surrender all of their ownership interests therein in the manner hereinafter set forth.

F. In exchange for the contribution of their respective existing joint venture interest, each of such joint venturers shall receive units of ownership in the limited liability company in direct proportion to the ownership interest which each had held in the joint venture and in such a

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

manner so that each shall have and hold the same ownership percentage interest of the total ownership interest in the limited liability company as they had held in the joint venture.

G. The Articles of Organization of the limited liability company, which is the survivor of this merger, shall continue in full force as the Articles of Organization of the survivor until altered, amended or repealed hereafter.

H. Management of the surviving limited liability company is vested in its Managers, whose name and business address is as follows:

Thomas A. Howze and Donald F. Simpson, Sr.
5406 ~~5114~~ 26th Street West
Bradenton, Florida 34207

I. The effective date of this merger shall be the date upon which the Articles of Merger are filed with the Department of State of the State of Florida.

IN WITNESS WHEREOF, this Plan was executed this 15 day of February, 2006.

BFC, a Florida joint venture

By: 
James M. Doss, Joint Venture Partner

BY: BRADENTON-SIMPSON LIMITED
PARTNERSHIP, Joint Venture Partner

BY: BRADENTON-SIMPSON, INC., a Florida
corporation, its General Partner

By: _____
Donald F. Simpson, President
(Corporate Seal)

manner so that each shall have and hold the same ownership percentage interest of the total ownership interest in the limited liability company as they had held in the joint venture.

G. The Articles of Organization of the limited liability company, which is the survivor of this merger, shall continue in full force as the Articles of Organization of the survivor until altered, amended or repealed hereafter.

H. Management of the surviving limited liability company is vested in its Managers, whose name and business address is as follows:

Thomas A. Howze and Donald F. Simpson, Sr.
5114 26th Street West
Bradenton, Florida 34207

I. The effective date of this merger shall be the date upon which the Articles of Merger are filed with the Department of State of the State of Florida.

IN WITNESS WHEREOF, this Plan was executed this _____ day of _____, 2006.

BFC, a Florida joint venture


By: _____
James M. Doss, Joint Venture Partner

BY: BRADENTON-SIMPSON LIMITED
PARTNERSHIP, Joint Venture Partner

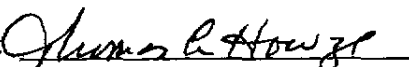
BY: BRADENTON-SIMPSON, INC., a Florida
corporation, its General Partner

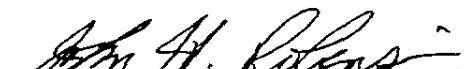
By: Donald F. Simpson, Sr.
Donald F. Simpson, President
(Corporate Seal)


BY: ROBINSON FINANCIAL CENTER, INC.,
A Florida corporation, Joint Venture Partner


By: 
William C. Robinson, President
(Corporate Seal)

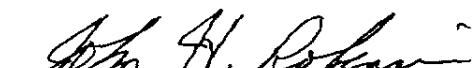
By: 
John H. Robinson, Jr., Joint Venture Partner


By: 
Thomas A. Howze, as Trustee of the Thomas A. Howze
Trust u/a/d January 24, 2003, Joint Venture Partner

By: 
John H. Robinson, as Trustee of the Larry L. Robinson
1990 Irrevocable Trust, Joint Venture Partner

By: 
John H. Robinson, as Trustee of the Donna L. Secrest
1990 Irrevocable Trust, Joint Venture Partner

By: 
John H. Robinson, as Trustee of the Shannon L. Turner
1990 Irrevocable Trust, Joint Venture Partner

By: 
John H. Robinson, as Trustee of the Bradley M. Turner
1990 Irrevocable Trust, Joint Venture Partner

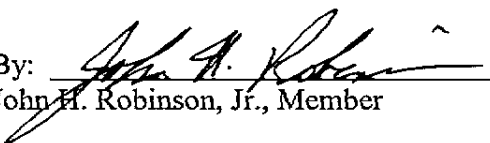
By: 
Mercia M. Sheldrick, Trustee u/a/d September 13, 1982,
Joint Venture Partner

BFC BRADENTON, LLC,
a Florida limited liability company

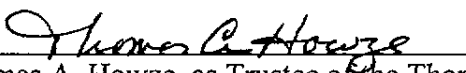
BY: BRADENTON-SIMPSON LIMITED
PARTNERSHIP, Member

BY: BRADENTON-SIMPSON, INC.,
a Florida corporation

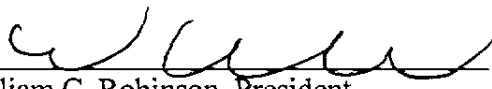
By: _____
Donald F. Simpson, President
(Corporate Seal)

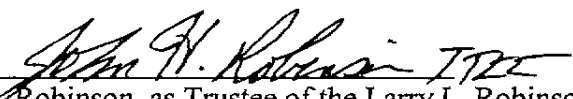
By: 
John H. Robinson, Jr., Member


By: 
James M. Doss, Member

By: 
Thomas A. Howze, as Trustee of the Thomas A. Howze
Trust u/a/d January 24, 2003, Member

BY: ROBINSON FINANCIAL CENTER, INC.,
A Florida corporation, Member

By: 
William C. Robinson, President
(Corporate Seal)

By: 
John H. Robinson, as Trustee of the Larry L. Robinson
1990 Irrevocable Trust, Member

By: 
John H. Robinson, as Trustee of the Donna L. Secrest
1990 Irrevocable Trust, Member

BFC BRADENTON, LLC,
a Florida limited liability company

BY: BRADENTON-SIMPSON LIMITED
PARTNERSHIP, Member

BY: BRADENTON-SIMPSON, INC.,
a Florida corporation

By: Donald F. Simpson, Jr.
Donald F. Simpson, President
(Corporate Seal)

By: _____
John H. Robinson, Jr., Member

By: _____
James M. Doss, Member

By: _____
Thomas A. Howze, as Trustee of the Thomas A. Howze
Trust u/a/d January 24, 2003, Member

BY: ROBINSON FINANCIAL CENTER, INC.,
A Florida corporation, Member

By: _____
William C. Robinson, President
(Corporate Seal)

By: _____
John H. Robinson, as Trustee of the Larry L. Robinson
1990 Irrevocable Trust, Member

By: _____
John H. Robinson, as Trustee of the Donna L. Secrest
1990 Irrevocable Trust, Member

By: [Signature]
John H. Robinson, as Trustee of the Shannon L. Turner
1990 Irrevocable Trust, Member

By: [Signature]
John H. Robinson, as Trustee of the Bradley M. Turner
1990 Irrevocable Trust, Member

By: [Signature] W.P.O.C.
Mercia M. Sheldrick, Trustee u/a/d September 13, 1982,
Member

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared James M. Doss, known to me to be a Joint Venture Partner of BFC, a Florida joint venture, and a member of BFC Bradenton, LLC, a Florida limited liability company, in whose names the foregoing instrument was executed, and that he acknowledged executing the same for such joint venture and company, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification: _____.

WITNESS my hand and official seal in the County and State last aforesaid this 18th
day of January, A.D. 2006.

Margarita H. Fernández
NOTARY PUBLIC

Margarita H. Fernández
Printed Notary Signature

Commission No. _____

MY COMMISSION EXPIRES:



Margarita H. Fernandez
My Commission DD255730
Expires January 29, 2008

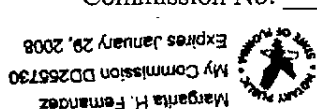
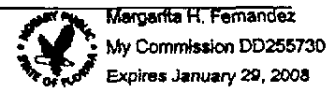
STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared William C. Robinson, known to me to be President of Robinson Financial Center, Inc., a Florida corporation, in its capacity both as member of BFC Bradenton, LLC, a Florida limited liability company and as Joint Venture Partner of BFC, a Florida joint venture, in whose names the foregoing instrument was executed, and that he acknowledged executing the same for such corporation, on behalf of the company and the joint venture, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification: _____.

WITNESS my hand and official seal in the County and State last aforesaid this 20th day of January, A.D. 2006.

Margarita H. Fernandez
NOTARY PUBLIC
Margarita H. Fernandez
Printed Notary Signature
Commission No. _____

MY COMMISSION EXPIRES:

 
Margarita H. Fernandez
My Commission DD255730
Expires January 29, 2008

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Donald F. Simpson, known to me to be the President of Bradenton-Simpson, Inc., a Florida corporation in its capacity as general partner of Bradenton-Simpson Limited Partnership on behalf of such Partnership in its capacity as a Member of BFC Bradenton, LLC, a Florida limited liability company and a joint venture partner in BFC, a Florida joint venture, in whose names the foregoing instrument was executed, and that he acknowledged executing the same for such corporation, on behalf of the partnership on its behalf as member and joint venture partner respectively of the company and joint venture, and that an oath was not taken. (Check one:) ☐ Said person is personally known to me. ☐ Said person provided the following type of identification: _____.

WITNESS my hand and official seal in the County and State last aforesaid this _____ day of _____, A.D. 2006.

NOTARY PUBLIC

Printed Notary Signature
Commission No. _____

MY COMMISSION EXPIRES:

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared William C. Robinson, known to me to be President of Robinson Financial Center, Inc., a Florida corporation, in its capacity both as member of BFC Bradenton, LLC, a Florida limited liability company and as Joint Venture Partner of BFC, a Florida joint venture, in whose names the foregoing instrument was executed, and that he acknowledged executing the same for such corporation, on behalf of the company and the joint venture, and that an oath was not taken. (Check one:) ☐ Said person is personally known to me. ☐ Said person provided the following type of identification: _____.

WITNESS my hand and official seal in the County and State last aforesaid this _____ day of _____, A.D. 2006.

NOTARY PUBLIC


Printed Notary Signature
Commission No. _____

MY COMMISSION EXPIRES:

STATE OF ~~FLORIDA~~ VIRGINIA
~~COUNTY OF MANATEE~~ CITY OF ALEXANDRIA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Donald F. Simpson, known to me to be the President of Bradenton-Simpson, Inc., a Florida corporation in its capacity as general partner of Bradenton-Simpson Limited Partnership on behalf of such Partnership in its capacity as a Member of BFC Bradenton, LLC, a Florida limited liability company and a joint venture partner in BFC, a Florida joint venture, in whose names the foregoing instrument was executed, and that he acknowledged executing the same for such corporation, on behalf of the partnership on its behalf as member and joint venture partner respectively of the company and joint venture, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification: _____.

WITNESS my hand and official seal in the County and State last aforesaid this 11th day of January, A.D. 2006.



NOTARY PUBLIC
Anita A. Slaymaker
Printed Notary Signature
Commission No. _____

MY COMMISSION EXPIRES:
August 31, 2006

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared John H. Robinson, Jr., known to me to be a Member of BFC Bradenton, LLC, a Florida limited liability company, and a joint venture partner of BFC, a Florida joint venture, in whose names the foregoing instrument was executed, and that he acknowledged executing the same on behalf of the company and joint venture, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification: _____.

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of January, A.D. 2006.

Margarita H. Fernández
NOTARY PUBLIC
Margarita H. Fernández
Printed Notary Signature
Commission No. _____

MY COMMISSION EXPIRES:



Margarita H. Fernandez
My Commission DD255730
Expires January 29, 2008

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Thomas A. Howze, as Trustee of the Thomas A. Howze Trust u/a/d January 24, 2003, known to me to be a Member of BFC Bradenton, LLC, a Florida limited liability company and a joint venture partner of BFC, Joint Venture, a Florida joint venture, in whose names the foregoing instrument was executed, and that he acknowledged executing the same on behalf of the company and the joint venture, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification: _____.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of January, A.D. 2006.

Margarita H. Fernández
NOTARY PUBLIC
Margarita H. Fernández
Printed Notary Signature
Commission No. _____

MY COMMISSION EXPIRES:



Margarita H. Fernandez
My Commission DD255730
Expires January 29, 2008

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared John H. Robinson, Jr., as Trustee of the Larry L. Robinson 1990 Irrevocable Trust, known to me to be a Member of BFC Bradenton, LLC, a Florida limited liability company, and a joint venture partner of BFC, A Florida joint venture, in whose names the foregoing instrument was executed, and that he acknowledged executing the same on behalf of the company and, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me.
☐ Said person provided the following type of identification: _____

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of January, A.D. 2006.

Margarita H. Fernandez
NOTARY PUBLIC
Margarita H. Fernandez
Printed Notary Signature
Commission No. _____

MY COMMISSION EXPIRES:



Margarita H. Fernandez
My Commission DD255730
Expires January 29, 2008

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared John H. Robinson, Jr., as Trustee of the Donna L. Secrest 1990 Irrevocable Trust, known to me to be a Member of BFC Bradenton, LLC, a Florida limited liability company, and a joint venture partner of BFC, a Florida joint venture, in whose names the foregoing instrument was executed, and that he acknowledged executing the same on behalf of the company and joint venture, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☒ Said person provided the following type of identification: _____

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of January, A.D. 2006.

Margarita H. Fernandez
NOTARY PUBLIC
Margarita H. Fernandez
Printed Notary Signature
Commission No. _____

MY COMMISSION EXPIRES:



Margarita H. Fernandez
My Commission DD255730
Expires January 29, 2008

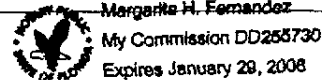
STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared John H. Robinson, Jr., as Trustee of the Shannon L. Turner 1990 Irrevocable Trust, known to me to be a Member of BFC Bradenton, LLC, a Florida limited liability company, and a joint venture partner of BFC, a Florida joint venture, in whose names the foregoing instrument was executed, and that he acknowledged executing the same on behalf of the company and joint venture, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification:

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of January, A.D. 2006.

Margarita H. Fernandez
NOTARY PUBLIC
Margarita H. Fernandez
Printed Notary Signature
Commission No. _____

MY COMMISSION EXPIRES:



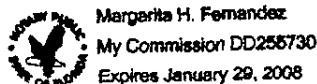
STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared John H. Robinson, Jr., Trustee of the Bradley M. Turner 1990 Irrevocable Trust, known to me to be a Member of BFC Bradenton, LLC, a Florida limited liability company, and a joint venture partner of BFC, a Florida joint venture, in whose names the foregoing instrument was executed, and that he acknowledged executing the same on behalf of the company and joint venture, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification:

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of January, A.D. 2006.

Margarita H. Fernandez
NOTARY PUBLIC
Margarita H. Fernandez
Printed Notary Signature
Commission No. _____

MY COMMISSION EXPIRES:



STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Mercia M. Sheldrick, Trustee u/a/d September 13, 1982, known to me to be a Member of BFC Bradenton, LLC, a Florida limited liability company, and a joint venture partner of BFC, a Florida joint venture, in whose names the foregoing instrument was executed, and that she acknowledged executing the same on behalf of the company and joint venture, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification: _____ Signed by James Doss, P.O.;

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of January, A.D. 2006.

Margarita H. Fernández
NOTARY PUBLIC
Margarita H. Fernández
Printed Notary Signature
Commission No. _____

MY COMMISSION EXPIRES:

H:\j-davis\Corp\Howze BFC LLC\Plan of Merger.doc



Margarita H. Fernandez
My Commission DD255730
Expires January 29, 2008