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Requester's Name Address City/State/Zip Phone # Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) ☐ Certified Copy Walk in Pick up time ☐ Will wait ☐ Photocopy Certificate of Status ☐ Mail out **NEW FILINGS AMENDMENTS** ■ Profit Amendment Not for Profit Resignation of R.A., Officer/Director Change of Registered Agent Limited Liability Domestication ☐ Dissolution/Withdrawal Other Merger REGISTRATION/OUALIFICATION **OTHER FILINGS** Annual Report □ Foreign Limited Partnership Fictitious Name Reinstatement Trademark Other

Examiner's Initials

HARRISON, HENDRICKSON & KIRKLAND, P.A.

ATTORNEYS AT LAW 1206 Manatee Avenue West Bradenton, Florida 34205-75] 8 (941) 746-1167

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



EDWIN T. MULOCK, P.A. Of Counsel

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

Bradenton, Fjorida 34206-0400
FOX (941) 740-720

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.

/le

Enclosures

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

Lisa Endriss, Assistant to

G. Joseph Harrison

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)

For further information concerning this matter, please call:

G. Joseph Harrison

(Name of Contact Person)

at (941) 746-1167 (Area Code and Daytime Telephone Number)

 $\overline{}$

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

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.

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

Name
BFC, a Florida joint venture
BFC Bradenton, LLC
State of Florida
limited liability company

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

Name Jurisdiction Form/Entity Type

BFC Bradenton, LLC State of Florida limited liability coompany

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:
See Articles of Merger &	Plan of Merger	Attached
	· 	<u>.,</u>
	· · · · · · · · · · · · · · · · · · ·	

Corporations:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships: Non-Florida Limited Partnerships: Signatures of all general partners Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

Fees: 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

Certified Copy (optional): \$30.00

PLAN OF MERGER

PLA FIRST: The exact name, form/entity	AN OF MERGER type, and jurisdiction for e	ach merging party are as
follows: Name	Jurisdiction	Form/Entity Type
BFC, a Florida Joint Venture		
	State of Florida	
SECOND: The exact name, form/en as follows:		
Name	Jurisdiction	Form/Entity Type
BFC Bradenton, LLC	State of Florida	Florida limited liability company
THIRD: The terms and conditions o	_	
Exchange of joint ventu	re interest for me	mbership inter-
est as set forth in the at	tached.	
		-
(Attach add	litional 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 <u>rights to acquire</u> the interests, shares, obligations or other securities of each merged party into <u>rights to acquire</u> 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)

EIFTH: Any statements that are required by the laws under which each other bentity is formed, organized, or incorporated are as follows:	usiness
Non-Applicable	
55.5	
(Attach additional sheet if necessary)	
(
IXTH: Other provisions, if any, relating to the merger are as follows:	
Non-Applicable	
1011-Applicable	
•	

ARTICLES OF MERGER BFC, A FLORIDA JOINT VENTURE

THE POOR HE SHA BFC BRADENTON, LLC, A FLORIDA LIMITED LIABILITY COMPAN

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.

- The Plan of Merger setting forth the terms and conditions of the merger of BFC, 1. 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.
- The Plan of Merger was approved by BFC BRADENTON, LLC, a Florida 2. limited liability company, in accordance with the applicable provisions of Chapter 608.4381 of Florida Statutes.
- The Plan of Merger was approved by BFC, a Florida joint venture, all in 3. 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 _____ day of Fels __, 2006.

BFC, a Florida joint venture

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, President (Corporate Seal)

By: M. M. John W. Robinson, Jr., Joint Venture Partner

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

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

John M. 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: BRADENTON-SIMPSON LIMITED PARTNERSHIP, Joint Venture Partner

BY: BRADENTON-SIMPSON, INC., a Florida corporation, its General Partner Donald F. Simpson, President (Corporate Seal) BY: ROBINSON FINANCIAL CENTER, INC., A Florida corporation, Joint Venture Partner By: William C. Robinson, President (Corporate Seal) 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 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: W/P.O. Q 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: A. Member John H. Robinson, Jr., Member
By:
By: Ame 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

> William C. Robinson, President (Corporate Seal)

By:

By:
John H. Robinson, as Trustee of the Bradley M. Turner 1990 Irrevocable Trust, Joint Venture Partner
By:
BFC BRADENTON, LLC, a Florida limited liability company
BY: BRADENTON-SIMPSON LIMITED PARTNERSHIP, Member
BY: BRADENTON-SIMPSON, INC., a Florida corporation By: January Survey.
Donald F. Simpson, President (Corporate Seal)
By:
By: James M. Doss, Member
By:
BY: ROBINSON FINANCIAL CENTER, INC., A Florida corporation, Member
Ву:
William C. Robinson, President (Corporate Seal)

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

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

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

By: w/P.O.&

Mercia M. Sheldrick, Trustee u/a/d September 13, 1982,

Member

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 18 day of January, A.D. 2006. Wasarta H. Jernández NOTARY PUBLIC 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 20 day of A.D. 2006. Way and A.D. 2006. Way and A. Jerrandez NOTARY PUBLIC Margarita H. Fernández Printed Notary Signature Commission No.
MY COMMISSION EXPIRES: Margarita H. Fernandez My Commission D0255730 Expires January 29, 2008

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.
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 day of Maranta H. Jawandla NOTARY PUBLIC H. Fernández Printed Notary Signature
Commission No

and take acknowledgments, personally appears Bradenton-Simpson, Inc., a Florida corporation Limited Partnership on behalf of such Partners Florida limited liability company and a joint names the foregoing instrument was executed corporation, on behalf of the partnership on its the company and joint venture, and that an	before me, an officer duly authorized to administer oaths and Donald F. Simpson, known to me to be the President of n in its capacity as general partner of Bradenton-Simpson hip in its capacity as a Member of BFC Bradenton, LLC, a venture partner in BFC, a Florida joint venture, in whose I, and that he acknowledged executing the same for such behalf as member and joint venture partner respectively of oath was not taken. (Check one:) Said person is erson provided the following type of identification:
WITNESS my hand and official seal January , A.D. 2006.	in the County and State last aforesaid this <u>11th</u> day of
	Chite C. Slay morker
	NOTARY PUBLIC
	Anita A. Slaymaker Printed Notary Signature
	Commission No.
MY COMMISSION EXPIRES: August 31, 2006	· ·
STATE OF FLORIDA COUNTY OF MANATEE	-
and take acknowledgments, personally appear BFC Bradenton, LLC, a Florida limited liabili joint venture, in whose names the foregoir executing the same on behalf of the company	y, before me, an officer duly authorized to administer oaths ed John H. Robinson, Jr., known to me to be a Member of ity company, and a joint venture partner of BFC, a Floridating instrument was executed, and that he acknowledged and joint venture, and that an oath was not taken. (Check to me. Said person provided the following type of
WITNESS my hand and official seal, A.D. 2006.	in the County and State last aforesaid this day of
	NOTARY PUBLIC
	Printed Notary Signature
	Commission No.

MY COMMISSION EXPIRES:

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 wa/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.
WITNESS my hand and official seal in the County and State last aforesaid this 18 day of Lacuary, A.D. 2006.
NOTARY PUBLIC NOTARY PUBLIC Margarita H. Fernández Printed Notáry Signature Commission No.
MY COMMISSION EXPIRES: Margarits H. Fernandez My Commission D0255730 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 26 day of day of
Notary Fullo Notary Fullo Margarita H. Fanandez Printed Notary Signature
MY COMMISSION EXPIRES: Commission No Margarita H. Fernandez My Commission DD256730 Expires January 29, 2008

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 20 day of, A.D. 2006.
NOTARY MUBLIC Norarita H. Fernández Printed Notary Signature
MY COMMISSION EXPIRES: Commission No. Marganta 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 2/2 day of Magasta H. Jernanda NOTARY PUBLIC H. Formanda
Printed Notary Signature Commission No. Margarita H. Formandez My Commission DD255730 Expires January 29, 2008

and take acknowledgments, personally Turner 1990 Irrevocable Trust, kno limited liability company, and a joint ve foregoing instrument was executed, a	his day, before me, an officer duly authorized to administer oaths appeared John H. Robinson, Jr., Trustee of the Bradley M. wn to me to be a Member of BFC Bradenton, LLC, a Florida enture partner of BFC, a Florida joint venture, in whose names the not that he acknowledged executing the same on behalf of the a oath was not taken. (Check one:) Said person is personally erson provided the following type of identification:
WITNESS my hand and official A.D. 2006.	al seal in the County and State last aforesaid this day of
	Margarta H. Fernander
	NOTARY PUBLIC Notary Flance H. Fernandez Printed Notary Signature
	Commission No. Margarita H. Fornanciez
MY COMMISSION EXPIRES:	My Commission DD255730 Expires January 29, 2008
STATE OF FLORIDA	
COUNTY OF MANATEE	-
and take acknowledgments, personally 1982, known to me to be a Member of joint venture partner of BFC, a Florid executed, and that she acknowledged executed.	his day, before me, an officer duly authorized to administer oaths appeared Mercia M. Sheldrick, Trustee u/a/d September 13, BFC Bradenton, LLC, a Florida limited liability company, and a da joint venture, in whose names the foregoing instrument was secuting the same on behalf of the company and joint venture, and ac:) Said person is personally known to me. Said person ation: Signed by Tames Doss as P.C.
	al seal in the County and State last aforesaid this 18 day of
, A.D. 2006.	Margarita H. Fernández Margarita H. Fernández
	Printed Notary Signature Commission No.

erger.doc

Margerita H. Fernandez

My Commission DD255730

Expires January 29, 2008

MY COMMISSION EXPIRES:

PLAN OF MERGER

THIS PLAN OF MERGER of BFC, a Florida joint venture, and BFC Bradenton, ELC, 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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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. 540 511426th 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.

BFC, a Florida joint venture

BY: BRADENTON-SIMPSON LIMITED PARTNERSHIP, Joint Venture Partner

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

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 I	Plan was executed t	his	day of	:
2006.						

BFC, a Florida joint venture

BY: BRADENTON-SIMPSON LIMITED PARTNERSHIP, Joint Venture Partner

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

Donald F. Simpson, President (Corporate Seal) BY: ROBINSON FINANCIAL CENTER, INC., A Florida corporation, Joint Venture Partner By: William C. Robinson, President (Corporate Seal) John H. Robinson, Jr., Joint Venture Partner Thomas A. Howze, as Trustee of the Thomas A. Howze Trust u/a/d January 24, 2003, Joint Venture Partner John M. Robinson, as Trustee of the Larry L. Robinson 1990 Irrevocable Trust, Joint Venture Partner By: John W. Robinson, as Trustee of the Donna L. Secrest 1990 Irrevocable Trust, Joint Venture Partner By: John M. Robinson, as Trustee of the Shannon L. Turner 1990 Irrevocable Trust, Joint Venture Partner John H. Robinson, as Trustee of the Bradley M. Turner

1990 Irrevocable Trust, Joint Venture Partner

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 M. 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

: William C. Robinson, President (Corporate Seal)

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

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. January January, January,

BY: BRADENTON-SIMPSON, INC.,

(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 w/a/d January 24, 2003, Member

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

By:

William C. Robinson, President
(Corporate Seal)

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

John H. Robinson, as Trustee of the Larry L. Robinson

1990 Irrevocable Trust, Member

4	€
	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.G. 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. NOTARY RUBLIC Wargarita H. Fernández
	Printed Notary Signature Commission No.

MY COMMISSION EXPIRES:

and take acknowledgments, personally appeare Robinson Financial Center, Inc., a Florida corp LLC, a Florida limited liability company and a whose names the foregoing instrument was ex- such corporation, on behalf of the company and	before me, an officer duly authorized to administer oaths ed William C. Robinson, known to me to be President of oration, in its capacity both as member of BFC Bradenton, is Joint Venture Partner of BFC, a Florida joint venture, in ecuted, and that he acknowledged executing the same for it the joint venture, and that an oath was not taken. (Check o me. Said person provided the following type of
	in the County and State last aforesaid this 20 day of
, A.D. 2006.	
U U	Notary Public Margarita H. Ternandez Printed Notary Signature Commission No.
967830	Wargerite H. Femandez Wy Commission DD255730 Expires January 29, 2008
STATE OF FLORIDA COUNTY OF MANATEE	
and take acknowledgments, personally appeare Bradenton-Simpson, Inc., a Florida corporation Limited Partnership on behalf of such Partnersh Florida limited liability company and a joint values the foregoing instrument was executed corporation, on behalf of the partnership on its the company and joint venture, and that an	before me, an officer duly authorized to administer oaths and Donald F. Simpson, known to me to be the President of an in its capacity as general partner of Bradenton-Simpson hip in its capacity as a Member of BFC Bradenton, LLC, a venture partner in BFC, a Florida joint venture, in whose, and that he acknowledged executing the same for such behalf as member and joint venture partner respectively of oath was not taken. (Check one:) Said person is rson provided the following type of identification:
WITNESS my hand and official seal in A.D. 2006.	in the County and State last aforesaid this day of
	NOTARY PUBLIC
MY COMMISSION EXPIRES:	Printed Notary Signature Commission No.
TITE COMMITTED TO IT DID MEDO.	

and take acknowledgments, personally appeare Robinson Financial Center, Inc., a Florida corpo LLC, a Florida limited liability company and as whose names the foregoing instrument was exe such corporation, on behalf of the company and	before me, an officer duly authorized to administer oaths and William C. Robinson, known to me to be President of pration, in its capacity both as member of BFC Bradenton, a Joint Venture Partner of BFC, a Florida joint venture, in ecuted, and that he acknowledged executing the same for the joint venture, and that an oath was not taken. (Check of me. Said person provided the following type of
WITNESS my hand and official seal in, A.D. 2006.	n the County and State last aforesaid this day of
	NOTARY PUBLIC
	Printed Notary Signature Commission No.
MY COMMISSION EXPIRES:	
STATE OF EXCIMENA VIRGINIA XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX	KANDRIA
and take acknowledgments, personally appeare Bradenton-Simpson, Inc., a Florida corporation Limited Partnership on behalf of such Partnersh Florida limited liability company and a joint values the foregoing instrument was executed corporation, on behalf of the partnership on its the company and joint venture, and that an	before me, an officer duly authorized to administer oaths d Donald F. Simpson, known to me to be the President of in its capacity as general partner of Bradenton-Simpson hip in its capacity as a Member of BFC Bradenton, LLC, a venture partner in BFC, a Florida joint venture, in whose, and that he acknowledged executing the same for such behalf as member and joint venture partner respectively of oath was not taken. (Check one:) Said person is rson provided the following type of identification:
WITNESS my hand and official seal i	in the County and State last aforesaid this 11th day of
, A.D. 2000.	Dite O Slay makes
	Anita A. Slaymaker
	Printed Notary Signature
MY COMMISSION EXPIRES: August 31, 2006	Commission No.

and take acknowledgments, personally appeared BFC Bradenton, LLC, a Florida limited liability joint venture, in whose names the foregoing executing the same on behalf of the company and	efore me, an officer duly authorized to administer oaths John H. Robinson, Jr., known to me to be a Member of company, and a joint venture partner of BFC, a Florida instrument was executed, and that he acknowledged I joint venture, and that an oath was not taken. (Check me. Said person provided the following type of
	the County and State last aforesaid this 26 day of
- January, A.D. 2006.	Margarita H. Fernández Margarita H. Fernández
	rinted Notary Signature
MY COMMISSION EXPIRES:	Commission No. Margarita H. Fernandez My Commission DD255730 Expires January 29, 2008
STATE OF FLORIDA COUNTY OF MANATEE	
and take acknowledgments, personally appeared Trust u/a/d January 24, 2003, known to me to be liability company and a joint venture partner of names the foregoing instrument was executed, and the company and the joint venture, and that an	efore me, an officer duly authorized to administer oaths Thomas A. Howze, as Trustee of the Thomas A. Howze a Member of BFC Bradenton, LLC, a Florida limited BFC, Joint Venture, a Florida joint venture, in whose I that he acknowledged executing the same on behalf of oath was not taken. (Check one:) Said person is an provided the following type of identification:
WITNESS my hand and official seal in a	he County and State last aforesaid this 18th day of
	Magarita H. Fernándaz
P	OTARY PUBLIC. Nargarita H. Fernández rinted Notary Signature
MY COMMISSION EXPIRES:	ommission No
	Margarita H. Fernandez My Commission D0255730 Expires January 29, 2008

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STATE OF FLORIDA COUNTY OF MANATEE

and take acknowledgments, personally appear Robinson 1990 Irrevocable Trust, known to relimited liability company, and a joint venture the foregoing instrument was executed, and the	before me, an officer duly authorized to administer oaths red John H. Robinson, Jr., as Trustee of the Larry L. me to be a Member of BFC Bradenton, LLC, a Florida partner of BFC, A Florida joint venture, in whose names at he acknowledged executing the same on behalf of the (Check one:) Said person is personally known to me. identification:
	n the County and State last aforesaid this 26 day of
, A.D. 2006.	\
0 0	NOTARY PUBLIC NOTARY PUBLIC Nargarita H. Fernández Printed Notary Signature Commission No.
MY COMMISSION EXPIRES:	Margarita H. Fernandez
	My Commission DD256730 Expires January 29, 2008
	*DEMD. Exhites rained & Se' was
STATE OF FLORIDA COUNTY OF MANATEE	· · · · · · · · · · · · · · · · · · ·
and take acknowledgments, personally appears Secrest 1990 Irrevocable Trust, known to a limited liability company, and a joint venture pa foregoing instrument was executed, and that company and joint venture, and that an oath w	before me, an officer duly authorized to administer oaths ed John H. Robinson, Jr., as Trustee of the Donna L. me to be a Member of BFC Bradenton, LLC, a Florida artner of BFC, a Florida joint venture, in whose names the he acknowledged executing the same on behalf of the as not taken. (Check one:) Said person is personally provided the following type of identification:
WITNESS my hand and official seal i	n the County and State last aforesaid this day of
0 /	Margarita H. Fernander
	NOTARY PUBLIC Norgarita H. Fernández Printed Notary Signature
	Commission No.
MY COMMISSION EXPIRES:	Margarita H. Fernandez
	My Commission DD255730
	Expires January 29, 2008

and take acknowledgments, personally appeared Turner 1990 Irrevocable Trust, known to relimited liability company, and a joint venture perforegoing instrument was executed, and that	before me, an officer duly authorized to administer oaths of John H. Robinson, Jr., as Trustee of the Shannon L. me to be a Member of BFC Bradenton, LLC, a Florida artner of BFC, a Florida joint venture, in whose names the he acknowledged executing the same on behalf of the ras not taken. (Check one:) Said person is personally provided the following type of identification:
WITNESS my hand and official seal i	n the County and State last aforesaid this day of Magarita H. Fernández Printed Notary Signature Commission No. Mergante H. Fernandez
MY COMMISSION EXPIRES:	My Commission DD255730 Expires January 29, 2008
STATE OF FLORIDA COUNTY OF MANATEE	before me, an officer duly authorized to administer oaths
and take acknowledgments, personally appear Turner 1990 Irrevocable Trust, known to a limited liability company, and a joint venture p foregoing instrument was executed, and that company and joint venture, and that an oath w	red John H. Robinson, Jr., Trustee of the Bradley M. me to be a Member of BFC Bradenton, LLC, a Florida artner of BFC, a Florida joint venture, in whose names the he acknowledged executing the same on behalf of the vas not taken. (Check one:) Said person is personally provided the following type of identification:
	and the second of the second o
WITNESS my hand and official seal in A.D. 2006.	in the County and State last aforesaid this 26' day of
V	NOTARY PUBLIC H. Fernandez
	Printed Notary Signature Commission No.
MY COMMISSION EXPIRES:	nrika til Kamenrier

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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:) \(\bar{\mathbb{Z}}\)Said person is personally known to me. \(\bar{\mathbb{L}}\) Said person
witness my hand and official seal in the County and State last aforesaid this 18 day of
J. off
WITNESS my hand and official seal in the County and State last aforesaid this _/b day of
January, A.D. 2006.
$M_{\rm col} = M_{\rm col} = M_{\rm$
I aroarita & Jernanas
NOTARY PUBLIC
Margarita H. Fernández Margarita H. Fernández
Printed Notary Signature
Commission No.

Margarita H. Fernandez

MY COMMISSION EXPIRES:

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