

Division of Corporations

A030000000632

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : FIELDSTONE LESTER SHEAR & DENBERG
Account Number : 119990000180
Phone : (305) 357-5775
Fax Number : (305) 357-5534

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE**WOODMERE, LTD.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$113.75

\$157.50

JPB
429-03

ARTICLES OF MERGER
Merger Sheet

MERGING:

WOODMERE, L.P., A GEORGIA ENTITY, B96000000361

INTO

WOODMERE, LTD., a Florida entity, A03000000632

File date: April 29, 2003

Corporate Specialist: Trevor Brumbley

Amount charged: ~~\$113.75~~

\$157.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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ARTICLES OF MERGER
OF
WOODMERE, LTD.
(SURVIVING DOMESTIC LIMITED PARTNERSHIP)
AND
WOODMERE, L.P.
(TERMINATING FOREIGN LIMITED PARTNERSHIP)

The following articles of merger are being submitted in accordance with section(s) 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Woodmere, Ltd. 201 Alhambra Circle, Suite 601 Coral Gables, FL 33134	Florida	profit limited partnership

Florida Document/Registration Number: A03000000632

FEI Number: 65-6388246

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Woodmere, L.P. 1117 Perimeter Ctr. W., Suite E300 Atlanta, GA 30338-5443	Georgia	profit limited partnership

Florida Document/Registration Number: B96000000361

FEI Number: 58-6329783

THIRD: The Plan of Merger meets the requirements of section(s) 620.201, Florida Statutes, and was approved by each domestic limited partnership that is a party to the merger in accordance with Chapter(s) 620, Florida Statutes and is attached hereto and made a part hereof.

FOURTH: The attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of all applicable jurisdiction.

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FIFTH: The surviving entity has obtained the written consent of each member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section (2), Florida Statutes.

SIXTH: The merger is permitted under the respective laws of all applicable jurisdiction and is not prohibited by the agreement of any limited partnership that is a party to the merger.

SEVENTH: The merger shall become effective as of date the Articles of Merger are filed with the Florida Department of State

SEVENTH: SIGNATURE(S):

Dated: APRIL 23, 2003

Woodmere, Ltd.

By: Kings Chapter Point Realty, L.L.C., Sole general partner

By: 
Ronald R. Fieldstone, Member

Woodmere, L.P.

By: Kings Chapter Point Realty, L.L.C., Sole general partner

By: 
Ronald R. Fieldstone, Member

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SECRETARY OF STATE
FLORIDA DEPARTMENT OF STATE

APPROVED
AND
FILED

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PLAN OF MERGER

The following PLAN OF MERGER, which was adopted and approved by each party to the merger is accordance with section(s), is being submitted in accordance with section(s) 620.201, Florida Statutes.

FIRST: The name, address of its principal office, jurisdiction, and entity type of the surviving partnership are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Woodmere, Ltd. 201 Alhambra Circle, Suite 601 Coral Gables, FL 33134	Florida	profit limited partnership
Florida Document/Registration Number: A03000000632		FEI Number: 65-6388246

SECOND: The name, address of its principal office, jurisdiction, and entity type for each merging corporation are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Woodmere, L.P. 1117 Perimeter Ctr. W., Suite E300 Atlanta, GA 30338-5443	Georgia	profit limited partnership
Florida Document/Registration Number: B96000000361		FEI Number: 58-6329783

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TALLAHASSEE, FLORIDA

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

1. The Certificate of Limited Partnership of the surviving limited partnership at the effective time and date of the merger shall be the Certificate of Limited Partnership of said surviving limited partnership and said Certificate of Limited Partnership shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Partnership Laws.
2. The present partnership agreement of the surviving partnership will be the partnership agreement of said surviving partnership and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Partnership Laws.
3. The general and limited partners of the surviving partnership at the effective time and date of the merger shall be the general and limited partners of the surviving partnership, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the partnership agreement of the surviving partnership.

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4. All liabilities of the merging partnership shall become the responsibility of the surviving partnership.

FOURTH: The manner and basis of converting the interests of each partnership into interests, obligations, or other securities of the surviving partnership, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire interests of each partnership into rights to acquire interests, obligations or other securities of the surviving or any other partnership, or, in whole or in part, into cash or other property are as follows:

Each issued partnership interest of the merging (terminating) limited partnership shall, at the effective time of the merger, be canceled. The issued partnership interests of the surviving partnership shall not be converted or exchanged in any manner, but each said partnership interest which is issued as of the effective date of the merger shall continue to represent the same partnership interest of the surviving partnership.

FIFTH: The name and address of the general partner is as follows:

Name(s) and Address(es) of General Partner(s)

Florida Document/Registration Number

Kings Charter Point Realty, L.L.C.
201 Alhambra Circle
Suite 601
Coral Gables, Florida 33134

L01000018700

Dated: APRIL 23, 2003.

Woodmere, Ltd.

By: Kings Charter Point Realty, L.L.C., Sole general partner

By: Ronald R. Fieldstone, Member

Woodmere, L.P.

By: Kings Charter Point Realty, L.L.C., Sole general partner

By: Ronald R. Fieldstone, Member