

1103000001668

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000208704 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : ~~(850) 225-0220~~

850-205-0383

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

0150-30967

RECEIVED
04 OCT 19 PM 2:01
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

ST. LUCIE ASSOCIATES III, LLLP

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$113.75

FILED
04 OCT 19 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

10/19/2004 1:37:10 PM

H04000208704 3

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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

Name and Street Address	Jurisdiction	Entity Type
1. St. Lucie Associates II, LLLP 1401 University Drive, Suite 200 Coral Springs, Florida 33071	Florida	LLLP
Florida Document/Registration Number: A03000001669		FEI Number: 20-0447004
2. _____		

Florida Document/Registration Number: _____		FEI Number: _____
3. _____		

Florida Document/Registration Number: _____		FEI Number: _____
4. _____		

Florida Document/Registration Number: _____		FEI Number: _____

04 OCT 19 AM 10:16
CLERK OF COURT
TALLAHASSEE, FLORIDA

FILED

(Attach additional sheet(s) if necessary)

(R21.0011/9/02)

H04000208704 3

H04000208704 3

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
St. Lucie Associates III, LLLP	Florida	LLLP
1401 University Drive, Suite 200		
Coral Springs, Florida 33071		
Florida Document/Registration Number: A03000001668		FEI Number: 20-0447050

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

H04000208704 3

PLAN OF MERGER

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

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

<u>Name</u>	<u>Jurisdiction</u>
St. Lucie Associates II, LLLP	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
St. Lucie Associates III, LLLP	Florida

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

St. Lucie Associates II, LLLP ("St. Lucie II") shall, pursuant to the provisions of the Revised Uniform Limited Partnership Act, be merged with and into St. Lucie Associates III, LLLP ("St. Lucie III"), which shall continue to exist pursuant to the laws of the State of Florida. The merger shall become effective on the date ("Effective Date") on which the Articles of Merger have been filed with the Department of State of the State of Florida. Upon the Effective Date, the existence of St. Lucie II shall cease and St. Lucie III shall assume the obligations of St. Lucie II.

(Attach additional sheet(s) if necessary)

FILED

04 OCT 19 AM 10:16

CLERK OF COURT
TALLAHASSEE, FLORIDA

H04000208704 3

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Upon the Effective Date, all of the partnership interests of St. Lucie II shall be canceled.

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

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

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

St. Lucie III Corporation
1401 University Drive, Suite 200
Coral Springs, Florida 33071

If General Partner is a Non-Individual,
Florida Document/Registration Number

P03000141184

RECORDS SECTION
TALLAHASSEE, FLORIDA

04 OCT 19 AM 10:17

FILED

H04000208704 3

H04000208704 3

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

EIGHTH: Other provisions, if any, relating to the merger:

St. Lucie II, acting through its officers, is authorized and directed to enter into such agreements, instruments, and documents, and to take such other actions as they deem appropriate to cause the transfer of St. Lucie II's assets to St. Lucie III (or to any assignee of St. Lucie III, as contemplated by this Plan), including without limitation any representations, warranties or other contractual assurances they deem appropriate under the circumstances.

(Attach additional sheet(s) if necessary)

FILED
04 OCT 19 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H04000208704 3