

A04000000685

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

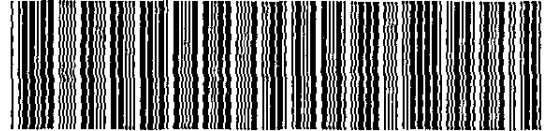
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

CORAPMER

Office Use Only



300056328613

06/30/05--01011--018 **111.25

06/30/05--01011--019 **52.50

06/30/05--01011--020 **55.00

05 JUN 22 PM 5:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FILED
05 JUN 22 PM 5:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Quarles & Brady LLP

1395 Panther Lane
Suite 300
Naples, Florida 34109
Tel 239.262.5959
Fax 239.434.4999
www.quarles.com

*Attorneys at Law in:
Phoenix and Tucson, Arizona
Naples and Boca Raton, Florida
Chicago, Illinois
Milwaukee and Madison, Wisconsin*

June 21, 2005

Via: UPS Express Mail with return mailer

Buck Kohr, Document Specialist
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Rex Properties, Ltd. and
Lake Trafford Ranch LLLP

FILED
05 JUN 22 PM 5:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Buck:

Thank you so much for taking the time to talk with me today and review the documents and filing fees necessary to reinstate Rex Properties, Ltd., file a Certificate of Amendment and file a Merger Plan with Lake Trafford Ranch LLLP. You have been so very pleasant and helpful and I do appreciate it.

Enclosed are the following items for filing with the Florida Secretary of State:

1. 2005 Limited Partnership Reinstatement for Rex Properties, Ltd. (Document # A27648) and a check (#1027) in the amount of \$2,052.50 for the reinstatement fee.
2. Transmittal Letter and Certificate of Amendment to Certificate of Limited Partnership of Rex Properties, Ltd. and our check in the amount of \$61.25 for the filing fee and a Certificate of Status.
3. Your letter regarding our merger request, along with the following:
 - a) Three (3) checks which total \$218.75 as requested in your letter;
 - b) **Original** Articles of Merger of Rex Properties, Ltd. into Lake Trafford Ranch, LLLP, and **original** Agreement and Plan of Merger Among Rex Properties, Ltd. and Lake Trafford Ranch, LLLP (which includes a change of general partners in paragraph 5);
 - c) Two (2) copies of the Articles of Merger and Agreement and Plan of Merger to return to me as certified copies of the completed Merger and please return a certificate of status for the surviving partnership.

Buck Kohr, Document Specialist
Florida Department of State
Re: Rex Properties, Ltd. and
Lake Trafford Ranch LLLP
June 21, 2005
Page 2

FILED
05 JUN 22 PM 5:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you, again, for your time and patience. It has been a pleasure working with you. Should you have any questions concerning the enclosed documents, please do not hesitate to contact me at 239-434-4924. For your convenience I am enclosing a pre-addressed return UPS express mailer for the return of the filed documents and certified copies. Thank you.

Sincerely,



Suzanne Howard
Legal Assistant to Timothy G. Hains

Enclosures

ARTICLES OF MERGER
OF
REX PROPERTIES, LTD.
INTO
LAKE TRAFFORD RANCH, LLLP

FILED
05 JUN 22 PM 5:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of § 620.203, Florida Statutes, the undersigned limited partnership, **REX PROPERTIES, LTD.**, a Florida limited partnership (hereafter called "Rex Properties" or "merging party") and **LAKE TRAFFORD RANCH, LLLP**, a Florida limited liability limited partnership (hereafter called "Lake Trafford Ranch" or "surviving party") adopt the following Articles of Merger for the purposes of merging **REX PROPERTIES, LTD.**, a Florida limited partnership into **LAKE TRAFFORD RANCH, LLLP**, a Florida limited liability limited partnership.

1. The name, street address of the principal office and jurisdiction of the Merging party is Rex Properties, Ltd., a Florida limited partnership, 1395 Panther Lane, Suite 300, Naples, FL 34109. The Florida document registration number is A27648. The FEI Number is: 65-0089497.

2. The name, street address of the principal office and jurisdiction of the surviving party is Lake Trafford Ranch, LLLP, a Florida limited liability limited partnership, 1395 Panther Lane, Suite 300, Naples, FL 34109. The Florida document registration number is A04000000685. The FEI Number is: 20-1417753.

3. The attached Plan of Merger meets the requirements of § 620.20, Florida Statutes and was approved by each limited partnership that is a party to the merger in accordance with Chapter 620, Florida Statutes.

4. The surviving party has obtained the written consent of each person, that as a result of the merger, is now a general partner of the surviving entity pursuant to § 620.202(2), Florida Statutes.

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

These Articles of Merger are executed by the General Partners of the merging party and surviving party as follows:

MERGING PARTY:

REX PROPERTIES, LTD., a Florida limited liability partnership

Joyce P. Hearn, General Partner
Joyce P. Hearn, General Partner

Thomas M. Taylor, General Partner
Thomas M. Taylor, General Partner

Christopher L. Allen, General Partner
Christopher L. Allen, General Partner

SURVIVING PARTY:

LAKE TRAFFORD RANCH, LLLP, a Florida limited liability limited partnership

By: Timothy G. Hains
Timothy G. Hains,
General Partner

**AGREEMENT AND PLAN OF MERGER
AMONG
REX PROPERTIES, LTD.
AND
LAKE TRAFFORD RANCH, LLLP**

This Agreement and Plan of Merger ("Agreement") is made pursuant to the relevant provisions of the Florida Revised Uniform Limited Partnership Act as of the 2/27/05 day of 2005 among **REX PROPERTIES, LTD.**, a Florida limited partnership (hereafter called "Rex Properties" or "merging party") and **LAKE TRAFFORD RANCH, LLLP**, a Florida limited liability limited partnership (hereafter called "Lake Trafford Ranch" or "surviving party").

RECITALS

A. The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with § 620.202, is being submitted in accordance with § 620.201, Florida Statutes.

B. All general partners and limited partners of Rex Properties and Lake Trafford Ranch are executing this Agreement for the purpose of agreeing to this Plan of Merger.

NOW THEREFORE, in consideration of the foregoing premises and in consideration of the mutual covenants and promises of the parties hereto, Rex Properties and Lake Trafford Ranch agree as follows:

1. **Merging Party.** The exact name and jurisdiction of the merging party is Rex Properties, Ltd., a Florida limited partnership.

2. **Surviving Party.** The exact name and jurisdiction of the surviving party is Lake Trafford Ranch, LLLP, a Florida limited liability limited partnership.

3. **Terms and Conditions of the Merger.** Upon merger, all assets and property of Rex Properties shall become the assets and property of Lake Trafford Ranch. All debts, obligations, contracts and other liabilities of Rex Properties shall be assumed by Lake Trafford Ranch.

With the execution of this Agreement, Joyce P. Hearn, individually and as Trustee of the Joyce P. Hearn Trust established under Article VI the Last Will and Testament of Bernice D. Pepper will convey to Lake Trafford Ranch the 2/7 interest in the real property located in Section 22, 26, 28 and 35 of Township 46 South, Range 28 East, Collier County, Florida.

4. **Conversion.**

A. The manner and basis of converting the interests, shares, obligations or other securities of the merged party into the interest, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property is as follows:

Each partner of the merging entity shall be a partner of the surviving entity and shall own a partnership interest in the surviving entity which is equivalent to that Partner's interest in the real property owned by the surviving party, the merging party and the Joyce P. Hearn Trust immediately prior to carrying out the Plan of Merger. There will be no payment of cash or other adjustments.

B. The manner and basis of converting rights to acquire interest, shares, obligations or other securities of the merged party into rights to acquire interest, shares, obligations or other securities of the surviving partner in whole or in part, into cash or other properties as follows:

There is no conversion because there were no rights to acquire interest, shares, obligations or the securities of the merging party. The merging party partnership agreement sets out that the unanimous consent of the partners thereof is required for any transfer of partnership interest. The surviving party provides a right of first refusal prior to the transfer of any partnership interest.

5. Surviving Entity General Partner. The name and business address of the General Partner of the surviving party is Timothy G. Hains, 1395 Panther Lane, Suite 300, Naples, FL 34109. After the completion and filing of the certificate of merger, the limited partnership agreement for Lake Trafford Ranch shall be amended and restated in its entirety. Included in such amendment is in the change of general partners to be as follows: Thomas M. Taylor, 481 Carica Road, Naples, Florida 34108 and Christopher L. Allen, 6301 Shirley Street, Naples, Florida 34109.

6. The undersigned constitute all the general partners and limited partners of both Rex Properties and Lake Trafford Ranch. By execution of this instrument, the undersigned agree to the foregoing and the following:

A. The Plan of Merger is approved.

B. The general partner of the surviving party consents to continuing to be the general partner. Upon the execution of the amended and restated partnership agreement of Lake Trafford Ranch, the new general partners consent to becoming the general partners of the surviving party.

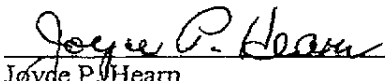
C. Notification as required by Florida Statutes, including § 602.202, is hereby waived.

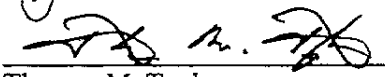
IN WITNESS WHEREOF, the undersigned constituting all of the general partners and limited partners of Rex Properties and Lake Trafford Ranch have executed this Agreement and Plan of Merger on the day and year first above written.


MERGING PARTY:

REX PROPERTIES, LTD., a Florida limited liability partnership

General Partners:


Joyce P. Hearn

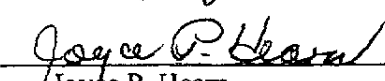

Thomas M. Taylor


Christopher L. Allen

Limited Partners:

LAKE TRAFFORD RANCH, LLLP,
a Florida limited liability limited partnership

By: 
Timothy G. Hains, General Partner


Joyce P. Hearn


B.E. Hearn, III

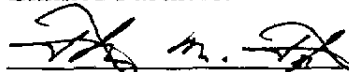
SURVIVING PARTY:

LAKE TRAFFORD RANCH, LLLP,
a Florida limited liability limited partnership

General Partner:


Timothy G. Hains, General Partner

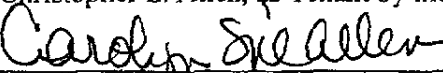
Limited Partners:



Thomas M. Taylor, as Trustee of the
Thomas M. Taylor Revocable Trust of 2003



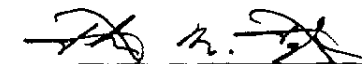
Christopher L. Allen, as Tenant by the Entirety



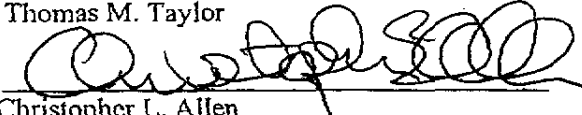
Carolyn Sue Allen, as Tenant by the Entirety

**SURVIVING PARTY AFTER EXECUTION
OF AMENDED AND RESTATED LIMITED
PARTNERSHIP AGREEMENT:**

General Partners:



Thomas M. Taylor

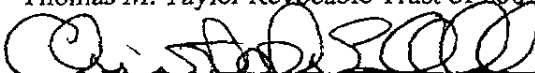


Christopher L. Allen

Limited Partners:



Thomas M. Taylor, as Trustee of the
Thomas M. Taylor Revocable Trust of 2003



Christopher L. Allen, as Tenant by the Entirety



Carolyn Sue Allen, as Tenant by the Entirety

SEE NEXT PAGE FOR COUNTERPART EXECUTION

Joyce P. Hearn, as Trustee of the Joyce P. Hearn
Trust established under the Last Will and
Testament of Bernice D. Pepper

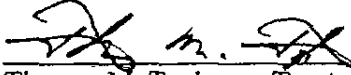


Joyce P. Hearn

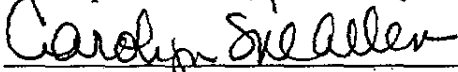


B.P. Hearn, III

Limited Partners:

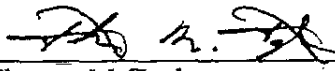


Thomas M. Taylor, as Trustee of the
Thomas M. Taylor Revocable Trust of 2003


Christopher L. Allen, as Tenant by the Entirety



Carolyn Sue Allen, as Tenant by the Entirety

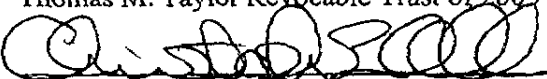
**SURVIVING PARTY AFTER EXECUTION
OF AMENDED AND RESTATED LIMITED
PARTNERSHIP AGREEMENT:**


General Partners:

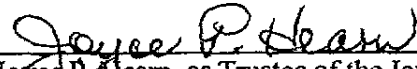

Thomas M. Taylor

Christopher L. Allen

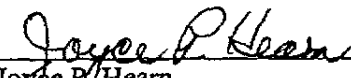
Limited Partners:


Thomas M. Taylor, as Trustee of the
Thomas M. Taylor Revocable Trust of 2003


Christopher L. Allen, as Tenant by the Entirety


Carolyn Sue Allen, as Tenant by the Entirety


Joyce P. Hearn, as Trustee of the Joyce P. Hearn
Trust established under the Last Will and
Testament of Bernice D. Pepper


Joyce P. Hearn


E.P. Hearn, III