

To: +1 (850) 205-0380
Subject:

From: Patricia Tadlock

Tuesday, May 31, 2005 10:49 AM Page 1 of 1

A04000001225

Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 205-0380

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

0150-38608

MERGER OR SHARE EXCHANGE

TRG COLUMBUS DEVELOPMENT VENTURE, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	15
Estimated Charge	\$113.75

\$130.00

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05 MAY 31 AM 8:00

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A04-1225
OK

EFFECTIVE DATE
5-31-05

To: +1 (850) 205-0380
Subject:

From: Patricia Tadlock

Tuesday, May 31, 2005 10:57 AM Page: 2 of 15

H05000135343 3

ARTICLES OF MERGER
of
COLUMBUS DEVELOPMENT, LLC, a Delaware Limited Liability Company
with and into
TRG COLUMBUS DEVELOPMENT VENTURE, LTD., a Florida Limited Partnership

Pursuant to Section 620.203 of the Florida Revised Uniform Limited Partnership Act (the "Act"), TRG COLUMBUS DEVELOPMENT VENTURE, LTD., a Florida limited partnership ("TRG"), and COLUMBUS DEVELOPMENT, LLC, a Delaware limited liability company ("Columbus Development"), hereby submit the following Articles of Merger:

FIRST. The name and jurisdiction of formation or organization of each business entity a party to the merger is:

<u>Name</u>	<u>Jurisdiction</u>
TRG Columbus Development Venture, Ltd.	Florida
Columbus Development, LLC	Delaware

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SECOND. The name and jurisdiction of the surviving entity is TRG Columbus Development Venture, Ltd., a Florida limited partnership.

THIRD. The Agreement and Plan of Merger (the "Agreement") is attached hereto as Exhibit A and incorporated herein by reference.

FOURTH. The Agreement was approved by TRG in accordance with Section 620.202 of the Act, and the written consent of each person who, as a result of the merger, continues to be a general partner of TRG has been obtained pursuant to Section 620.202(2) of the Act.

FIFTH. The Agreement was approved by Columbus Development in accordance with the applicable laws of the State of Delaware.

SIXTH. The merger will be effective at 12:01 a.m., Eastern Standard Time, May 31, 2005.

[Signature Page to Follow]

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H05000135343 3

EFFECTIVE DATE
5-31-05

To: '+1 (850) 205-0380'
Subject:

From: Patricia Tadlock

Tuesday, May 31, 2005 10:57 AM Page: 3 of 1

H05000135343 3

IN WITNESS WHEREOF, the undersigned have caused their duly authorized representatives to execute these Articles of Merger as of this 6 day of May, 2005.

TRG COLUMBUS DEVELOPMENT
VENTURE, LTD.

By: TRG-Flagler/Biscayne, Inc.,
its General Partner

By: Matthew L. Allen
Name: MATTHEW L. ALLEN
Title: VICE PRESIDENT

COLUMBUS DEVELOPMENT, LLC

By: 50 Biscayne Venture, LLC
its Sole Member

By: Cousins Real Estate Corporation,
its Managing Member

By: Tim Hendricks
Name: Tim Hendricks
Title: Senior Vice President

FILED
JUN 31 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H05000135343 3

To: +1 (850) 205-0380
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From: Patricia Tadlock

Tuesday, May 31, 2005 10:57 AM Page 4 of 15

H05000135343 3

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

Florida Articles of Merger - Columbus Development, LLC and TRG Columbus Development Venture, Ltd. (Version 2).doc

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TALLAHASSEE, FLORIDA

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into this 31st day of May, 2005, by and between COLUMBUS DEVELOPMENT, LLC, a Delaware limited liability company ("Columbus Development"), and TRG COLUMBUS DEVELOPMENT VENTURE, LTD., a Florida limited partnership ("TRG").

WITNESSETH:

WHEREAS, the parties hereto desire to merge Columbus Development with and into TRG upon the terms and subject to the conditions set forth herein (the "Merger");

NOW, THEREFORE, FOR AND IN CONSIDERATION of the premises, the mutual promises, covenants and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

ARTICLE I
THE MERGER

1.1 **The Merger.** Subject to and in accordance with the terms and conditions set forth in this Agreement, at the "Effective Time" (as defined in Section 1.4 hereof), Columbus Development shall be merged with and into TRG, which shall be the surviving limited partnership (the "Surviving Entity") in the Merger, and the separate existence of Columbus Development shall thereupon cease. The name of the Surviving Entity shall remain "TRG Columbus Development Venture, Ltd." The Merger shall have the effects set forth in Section 18-209 of the Delaware Limited Liability Company Act and Section 620.204 of the Florida Revised Uniform Limited Partnership Act.

1.2 **Delaware Certificate of Merger.** Contemporaneously with the execution of this Agreement, the Surviving Entity shall execute a Certificate of Merger in the form attached hereto as Exhibit A, and, as soon as practicable thereafter, the Surviving Entity shall file the executed Certificate of Merger with the Secretary of State of the State of Delaware in accordance with Section 18-209 of the Delaware Limited Liability Company Act.

1.3 **Florida Articles of Merger.** Contemporaneously with the execution of this Agreement, the Surviving Entity shall execute Articles of Merger in the form attached hereto as Exhibit B, and, as soon as practicable thereafter, the Surviving Entity shall file the executed Articles of Merger with the Secretary of State of the State of Florida in accordance with Section 620.203 of the Florida Revised Uniform Limited Partnership Act.

1.4 **Effective Time.** The Merger shall become effective in Delaware and Florida at 12:01 a.m. Eastern Standard Time on May 31, 2005 (the "Effective Time").

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ARTICLE 2
THE SURVIVING ENTITY

2.1 **Certificate of Limited Partnership and Partnership Agreement.** The Certificate of Limited Partnership and the Partnership Agreement of TRG in effect immediately prior to the Effective Time shall be the Certificate of Limited Partnership and the Partnership Agreement of the Surviving Entity (the "Partnership Agreement"), unless and until altered, amended or repealed in accordance with applicable law.

2.2 **Name and Address of General Partner.** The name and business address of the Surviving Entity's general partner is TRG Flagler/Biscayne, Inc., 2828 Coral Way, Penthouse Suite, Miami, Florida 33145.

ARTICLE 3
CONVERSION OF MEMBERSHIP INTERESTS

3.1 **Columbus Development Membership Interests.** At the Effective Time, all of the membership interests in Columbus Development shall be cancelled and converted into limited partner interests in the Surviving Entity with an aggregate residual "Percentage Interest" (as defined in the Partnership Agreement) of forty percent (40%).

3.2 **TRG General Partnership Interests.** At the Effective Time, the general partnership interests outstanding immediately prior to the Effective Time shall continue unchanged and shall evidence the same general partnership Percentage Interest of the Surviving Entity.

3.3 **TRG Limited Partnership Interests.** At the Effective Time, the limited partnership interests outstanding immediately prior to the Effective Time shall be reduced to a residual Percentage Interest of fifty-nine and nine-tenths percent (59.9%).

ARTICLE 4
TERMINATION

4.1 **Termination Prior to Effective Time.** Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by appropriate action of either Columbus Development or TRG at any time prior to the Effective Time.

ARTICLE 5
MISCELLANEOUS

5.1 **Notices.** All notices, requests, and other communications hereunder shall be in writing and shall be sent by hand delivery, by certified or registered mail, return receipt requested, or by a recognized national overnight courier service as set forth below:

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CLERK
TALLAHASSEE, FLORIDA

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If to TRG:

TRG Columbus Development Venture, Ltd.
2828 Coral Way, Penthouse Suite
Miami, Florida 33145
Attn: Jorge M. Perez

With a copy to:

Greenburg Traurig, P.A.
1221 Brickell Avenue
Miami, Florida 33131
Attn: Matthew B. Gorson, Esq.

If to Columbus Development:

Columbus Development
c/o Cousins Properties Incorporated
2500 Windy Ridge Parkway, Suite 1600
Atlanta, Georgia 30339-5683
Attn: Corporate Secretary

With copies to:

Cousins Properties Incorporated
Suite 1190 - Frost Bank Tower
401 Congress Avenue
Austin, Texas 78701
Attn: Tim Hendricks, Senior Vice President

Troutman Sanders LLP
600 Peachtree Street, N.E., Suite 5200
Atlanta, Georgia 30308-2216
Attn: John W. Griffin, Esq.

America's Capital Partners
444 Brickell Avenue, Suite 900
Miami, Florida 33131
Attn: Rudy Prio Touzet and Allen C. de Olazara

5.2 Entire Agreement. This Agreement constitutes the entire agreement and understanding concerning the subject matter hereof between the parties hereto. This Agreement may not be modified or amended, except by a writing executed by both parties hereto.

5.3 Binding Effect. This Agreement shall be binding on and inure to the benefit of the parties hereto and their respective successors and assigns.

5.4 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

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SUPREME COURT
OF FLORIDA

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From: Patricia Tadlock

Tuesday, May 31, 2006 10:57 AM Page 8 of 15

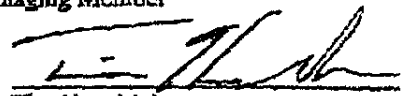
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IN WITNESS WHEREOF, the undersigned have caused their duly authorized representatives to execute this Agreement as of the day and year first above written.

COLUMBUS DEVELOPMENT, LLC

By: 50 Biscayne Venture, LLC
its Sole Member

By: Cousint Real Estate Corporation,
its Managing Member

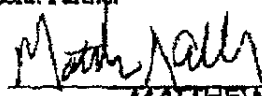
By: 

Name: Tim Handricks

Title: Senior Vice President

TRG COLUMBUS DEVELOPMENT VENTURE, LTD.,

By: TRG-Flagler/Biscayne, Inc.,
its General Partner

By: 

Name: MATTHEW J. ALLEN

Title: VICE-PRESIDENT

Agreement and Plan of Merger - CD (DE LLC) and TRG (FL LP) (Version 3) doc

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From: Patricia Tadlock

Tuesday, May 31, 2005 10:57 AM Page: 9 of 15

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EXHIBIT A

DELAWARE CERTIFICATE OF MERGER

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JUL 1 2005
DEPT. OF STATE
HARRISBURG, PA.

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From: Patricia Tadlock

Tuesday, May 31, 2005 10:57 AM Page 10 of 15

H05000135343 3

CERTIFICATE OF MERGER
of
COLUMBUS DEVELOPMENT, LLC, a Delaware Limited Liability Company
with and into
TRG COLUMBUS DEVELOPMENT VENTURE, LTD., a Florida Limited Partnership

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, TRG COLUMBUS DEVELOPMENT VENTURE, LTD., a Florida limited partnership ("TRG"), and COLUMBUS DEVELOPMENT, LLC, a Delaware limited liability company ("Columbus Development"), hereby submit the following *Certificate of Merger*:

FIRST. The name and jurisdiction of formation or organization of each of the constituent business entities to the merger are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Columbus Development, LLC	Delaware
TRG Columbus Development Venture, Ltd.	Florida

SECOND. An Agreement and Plan of Merger (the "Agreement") has been approved and executed by each of the constituent business entities to the merger.

THIRD. The name of the surviving entity is TRG Columbus Development Venture, Ltd.

FOURTH. The Agreement is on file at a place of business of the surviving foreign limited partnership and the address thereof is 2828 Coral Way, Penthouse Suite, Miami, Florida 33145.

FIFTH. A copy of the Agreement will be furnished by the surviving foreign limited partnership, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

SIXTH. The surviving foreign limited partnership agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to by the Secretary of State is 2828 Coral Way, Penthouse Suite, Miami, Florida 33145.

SEVENTH. The merger will be effective at 12:01 a.m., Eastern Standard Time, May 31, 2005.

[Signature Page to Follow]

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From: Patricia Tadlock

Tuesday, May 31, 2005 10:57 AM Page: 11 of 15

H05000135343 3

IN WITNESS WHEREOF, the undersigned limited partnership has caused this
Certificate of Merger to be executed by its general partner this 31 day of May, 2005.

TRG COLUMBUS DEVELOPMENT
VENTURE, LTD.

By: TRG-Flagler/Biscayne, Inc.,
its General Partner

By: Matthew Allen
Name: MATTHEW .. EN
Title: VICE PRESIDENT

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Tuesday, May 31, 2005 10:57 AM Page: 12 of 16

H05000135343 3

EXHIBIT E
FLORIDA ARTICLES OF MERGER

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TALLAHASSEE, FLORIDA

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Tuesday, May 31, 2005 10:57 AM Page: 13 of 15

H05000135343 3

ARTICLES OF MERGER
of
COLUMBUS DEVELOPMENT, LLC, a Delaware Limited Liability Company
with and into
TRG COLUMBUS DEVELOPMENT VENTURE, LTD., a Florida Limited Partnership

Pursuant to Section 620.203 of the Florida Revised Uniform Limited Partnership Act (the "Act"), TRG COLUMBUS DEVELOPMENT VENTURE, LTD., a Florida limited partnership ("TRG"), and COLUMBUS DEVELOPMENT, LLC, a Delaware limited liability company ("Columbus Development"), hereby submit the following Articles of Merger:

FIRST. The name and jurisdiction of formation or organization of each business entity a party to the merger is:

<u>Name</u>	<u>Jurisdiction</u>
TRG Columbus Development Venture, Ltd.	Florida
Columbus Development, LLC	Delaware

SECOND. The name and jurisdiction of the surviving entity is TRG Columbus Development Venture, Ltd., a Florida limited partnership.

THIRD. The Agreement and Plan of Merger (the "Agreement") is attached hereto as Exhibit A and incorporated herein by reference.

FOURTH. The Agreement was approved by TRG in accordance with Section 620.202 of the Act, and the written consent of each person who, as a result of the merger, continues to be a general partner of TRG has been obtained pursuant to Section 620.202(2) of the Act.

FIFTH. The Agreement was approved by Columbus Development in accordance with the applicable laws of the State of Delaware.

SIXTH. The merger will be effective at 12:01 a.m., Eastern Standard Time, May 31, 2005.

[Signature Page to Follow]

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TALLAHASSEE, FLORIDA

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Subject:

From: Patricia Tadlock

Tuesday, May 31, 2005 10:57 AM Page: 14 of 17

H05000135343 3

IN WITNESS WHEREOF, the undersigned have caused their duly authorized representatives to execute these Articles of Merger as of this 6 day of May, 2005.

TRG COLUMBUS DEVELOPMENT
VENTURE, LTD.

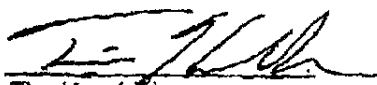
By: TRG-Flagler/Biscayne, Inc.,
its General Partner

By: 
Name: MATTHEW T. ALLEN
Title: VICE PRESIDENT

COLUMBUS DEVELOPMENT, LLC

By: 50 Biscayne Venture, LLC
its Sole Member

By: Cousins Real Estate Corporation,
its Managing Member

By: 
Name: Tim Hendricks
Title: Senior Vice President

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JUN 31 AM 8:19
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TALLAHASSEE, FLORIDA

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Tuesday, May 31, 2005 10:57 AM Page: 15 of 15

H05000135343 3

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

Florida Articles of Merger - Columbus Development, LLC and TRO Columbus Development Venture, Ltd. (Version 2).doc

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