

# A27855

103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 17 AM 11:14

CONTACT: CINDY HICKS

DATE: 3-17-99

REF. #: 0174.6014

CORP. NAME:

Ellenton Development Associates,  
Ltd.

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> CERT. OF AUTHORITY          | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input checked="" type="checkbox"/> MERGER      | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1                  | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER: _____                |   |  |

STATE FEES PREPAID WITH CHECK# 1393 FOR \$ 157.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

CORP MER

COST LIMIT: \$

3/17/99

PLEASE RETURN:

☒ CERTIFIED COPY

☐ CERTIFICATE OF STATUS

☐ PLAIN STAMPED COPY

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\*\*\*\*157.50 \*\*\*\*157.50

Examiner's Initials

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ELLENTON DEVELOPMENT ASSOCIATES, LTD., a Fla. L.P. (A33255)

INTO

**ELLENTON ASSOCIATES, LTD.**, a Florida entity, A27855

File date: March 17, 1999

Corporate Specialist: Buck Kohr

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**ARTICLES OF MERGER OF  
ELLENTON DEVELOPMENT ASSOCIATES, LTD  
MERGING INTO  
ELLENTON ASSOCIATES, LTD.**

The following Articles of Merger are being submitted in accordance with Sections 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:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<b>Ellenton Development Associates, Ltd.</b> 1937 Golf Street Sarasota, Florida 34236	Florida	Limited Partnership
Florida Document/Registration Number: A33255		FEI Number: 65-0350059
<b>Ellenton Associates, Ltd.</b> 1937 Golf Street Sarasota, FL 34236	Florida	Limited Partnership
Florida Document/Registration Number: A27855		FEI Number: 59-2163839

**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>
<b>Ellenton Associates, Ltd.</b> 1937 Golf Street Sarasota, FL 34236	Florida	Limited Partnership
Florida Document/Registration Number: A27855		FEI Number: 59-2163839

**THIRD:** The attached Plan of Merger meets the requirements of Sections 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 Chapters 607, 617, 608, and/or 620, Florida Statutes.

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**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.

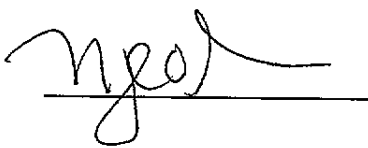
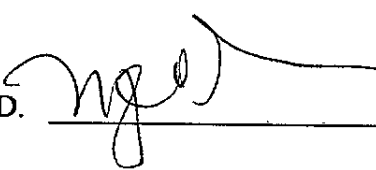
**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under Sections 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 Sections 607.1108(5), 608.438(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.

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

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction on the 5th day of February, 1999.

<i>Name of Entity</i>	<i>Signature(s)</i>	<i>Typed or Printed Name of Individual</i>
ELLENTON DEVELOPMENT ASSOCIATES, LTD.		N.J. Olivieri, as President of of the General Partner Horizon Mortgage Corporation, a Florida corporation
ELLENTON ASSOCIATES, LTD.		N.J. Olivieri, General Partner

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**PLAN OF MERGER OF  
ELLENTON DEVELOPMENT ASSOCIATES, LTD  
MERGING INTO  
ELLENTON ASSOCIATES, LTD.**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1107, 617.1103, 608.4381, and/or 620.202, Florida Statutes is being submitted in accordance with Sections .

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

<u>Name</u>	<u>Jurisdiction</u>
Ellenton Development Associates, Ltd.	Florida
Ellenton Associates, Ltd.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Ellenton Associates, Ltd. 1937 Golf Street Sarasota, FL 34236	Florida

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

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:

Each one percent (1%) partnership interest in Ellenton Development Associates, Ltd. shall be converted into a one-half percent (½%) partnership interest in Ellenton Associates, Ltd. and the partnership interests of the partners of Ellenton Associates, Ltd. will be reduced on a prorata basis. Accordingly, upon the effectiveness of the Merger, the partners of Ellenton Development Associates, Ltd. will own fifty percent (50%) of the partnership interests of Ellenton Associates, Ltd. and the current partners of Ellenton Associates, Ltd. will own fifty percent of the partnership interests of Ellenton Associates, Ltd.

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:

As set forth in the Limited Partnership Agreement of Ellenton Associates, Ltd.

**FOURTH:** If a partnership or limited partnership is the surviving entity, the names and addresses of each of the general partners are as follows:

<u>Name(s) and Address(es) of General Partner(s)</u>	<u>Florida Doc./Registration Number</u>
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N.J. Olivieri (General Partner Before and After Merger) 1937 Golf Street Sarasota, Florida 34236	N/A
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Horizon Mortgage Corporation, a Florida corporation (General Partner Following the Merger) 1937 Golf Street Sarasota, FL 34236	FEI Number: 59-1997045
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