

A93000000811

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2003 JUN -4 PM 3:37

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J. BRYAN JUN - 5 2003

LAW OFFICE  
**CARPENTER & PARRISH, P.A.**

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RONALD A. CARPENTER

June 2, 2003

Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SHARON D. PARRISH  
FILED  
2003 JUN -4 PM 3:37  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RE: Merger of Valley View Limited into Shady Nook Limited

Dear Clerk:

Enclosed for filing please find our check in the amount of \$105.00 for filing fees and the Articles of Merger with attached Plan of Merger.

Please call me if you have any questions.

Yours truly,



Sharon D. Parrish

/sdp  
enc

## 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:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. VALLEY VIEW LIMITED C/O Gainesville Real Estate Management Co., Inc. 2040 NW 67th Place Gainesville, FL 32653	FLORIDA	LIMITED PARTNERSHIP

Florida Document/Registration Number: A93000000810 FEI Number: 593203485

2.

Florida Document/Registration Number: FEI Number:

3.

Florida Document/Registration Number: FEI Number:

4.

Florida Document/Registration Number: FEI Number:

*(Attach additional sheet(s) if necessary)*

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**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>
SHADY NOOK LIMITED	FLORIDA	LIMITED PARTNERSHIP
C/O Gainesville Real Estate Management Co., Inc.		
2040 NW 67th Place		
Gainesville, FL 32653		
Florida Document/Registration Number: A93000000811		FEI Number: 593203483

**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.

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TALLAHASSEE, FLORIDA

**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

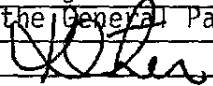
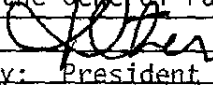
**OR**

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

**(Note: Please see instructions for required signatures.)**

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>VALLEY VIEW LIMITED</u>	Gainesville Real Estate Management Co., Inc., the General Partner 	<u>Keith Crutcher, President</u>
<u>SHADY NOOK LIMITED</u>	By: President Gainesville Real Estate Management Co., Inc., the General Partner 	<u>Keith Crutcher, President</u>
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(Attach additional sheet(s) if necessary)

## 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:

Name

Jurisdiction

VALLEY VIEW LIMITED

FLORIDA LIMITED PARTNERSHIP

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

Name

Jurisdiction

SHADY NOOK LIMITED

FLORIDA LIMITED PARTNERSHIP

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

Each party to the merger must approve the merger as set forth in their respective limited partnership agreements. The merger shall be effective on the date the Articles of Merger are filed with the Florida Department of State. The surviving entity after the merger is effective shall be SHADY NOOK LIMITED, a Florida limited partnership.

*(Attach additional sheet(s) if necessary)*

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**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:

Each partnership interest in VALLEY VIEW LIMITED shall be and become 50% of a partnership interest in SHADY NOOK LIMITED, the surviving entity; and each partnership interest in SHADY NOOK LIMITED prior to the merger shall be and become 50% of a partnership interest in SHADY NOOK LIMITED, the surviving entity.

- 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:

Each right to acquire a partnership interest in VALLEY VIEW LIMITED shall be and become 50% of a right to acquire a partnership interest in SHADY NOOK LIMITED, the surviving entity; and each right to acquire a partnership interest in SHADY NOOK LIMITED prior to the merger shall be and become 50% of a right to acquire a partnership interest in SHADY NOOK LIMITED, the surviving entity.

*(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)

Gainesville Real Estate Management Co., Inc.  
2040 NW 67th Place  
Gainesville, FL 32653

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

P92000006734

**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:

N/A

**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:

N/A

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

N/A

*(Attach additional sheet(s) if necessary)*