

A96 000000427

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

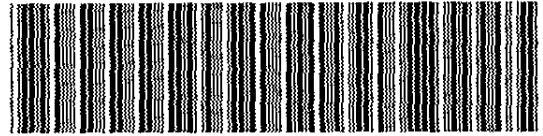
(Business Entity Name)

(Document Number)

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12/05/02--01069--007 \*\*43.75

11/22/02--01043--008 \*\*113.75

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02 DEC 5 AM 8:49  
TALLAHASSEE, FLORIDA

A96-427  
OK

FF \$105.00  
CC 52.50

*Law Office of*  
**JACK B. OWEN, JR., P.A.**

4500 PGA BOULEVARD, SUITE 206  
PALM BEACH GARDENS, FLORIDA 33418  
TELEPHONE: (561) 622-4521 FACSIMILE: (561) 656-0917  
E-MAIL: JOWEN@JBOATTYCPA.COM

November 15, 2002

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

Re: Articles of Merger for D & S of South Florida Holdings, Ltd. (surviving entity)

Dear Sir/Madam:

Enclosed please find the following items:

1. An original and one copy of the Articles of Merger between DiVosta Children Trust Holdings, Ltd. and D & S of South Florida Holdings, Ltd.;
2. An original and one copy of the Plan of Merger; and
3. A check payable to the Department of State in the amount of \$113.75 representing the filing fee for two limited partnerships (\$52.50 each) plus a certified copy fee of \$8.75.

Please return a certified copy of the Articles of Merger to me at the address stated above. Also, please do not hesitate to contact me if you should need further information concerning this matter.

Sincerely,



Jack B. Owen, Jr.

JBO/me

Enclosures

02 DEC -5 AM 8:40  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

November 25, 2002

JACK OWEN  
4500 PGA BLVD., SUITE 206  
PALM BEACH GARDENS, FL 33418

SUBJECT: D AND S OF SOUTH FLORIDA HOLDINGS, LTD.  
Ref. Number: A96000000427

We have received your document for D AND S OF SOUTH FLORIDA HOLDINGS, LTD. and check(s) totaling \$113.75 of which \$ has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is an additional amount of \$43.75 due. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

On the articles of merger first part you must list each entity that are merging. The fee for the certified copy is \$52.50 since the limited partnership is the survivor.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline  
Document Specialist

Letter Number: 702A00063327

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## 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. DiVosta Children Trust Holdings, Ltd. 4500 PGA Blvd., Suite 207 Palm Beach Gardens, Fl. 33418	Florida	limited partnership
Florida Document/Registration Number: A99000000980		FEI Number: 65-0930811
2. D+S of South Florida Holdings, Ltd. 4500 PGA Blvd., Ste. 207 Palm Beach Gardens, Fl. 33418		
Florida Document/Registration Number: A96000000427		FEI Number: _____
3. _____		
Florida Document/Registration Number: _____		FEI Number: _____
4. _____		
Florida Document/Registration Number: _____		FEI Number: _____

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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

**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>
<u>D &amp; S of South Florida Holdings, Ltd.</u> <u>4500 PGA Blvd., Suite 207</u> <u>Palm Beach Gardens, Fl. 33418</u>	<u>Florida</u>	<u>limited partnership</u>
Florida Document/Registration Number: <u>A9600000427</u>		FEI Number: <u>65-0637989</u>

**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.

FILED  
MAY 11 2011  
CLERK OF THE  
SUPREME COURT  
STATE OF FLORIDA



**PLAN OF MERGER**

THIS PLAN OF MERGER is made as of November <sup>14<sup>th</sup></sup> 2002, by and between DIVOSTA CHILDREN HOLDINGS, LTD. ("DCH") and D & S HOLDINGS OF SOUTH FLORIDA, LTD. ("D & S").

**RECITALS**

WHEREAS, DCH is a limited partnership organized and existing under the laws of the state of Florida, with its principal office at 4500 PGA Boulevard, Suite 207, Palm Beach Gardens, Florida 33418, and

WHEREAS, D & S is a limited partnership organized and existing under the laws of the state of Florida, with its principal office at 4500 PGA Boulevard, Suite 207, Palm Beach Gardens, Florida 33418, and

WHEREAS, the partners of DCH and D & S deem it desirable and in the best interests of their respective entities and their partners that DCH be merged into D & S pursuant to applicable provisions of the Florida Statutes in order that the transaction qualify as a "reorganization" within the meaning of applicable provisions of the Internal Revenue Code of 1986, as amended, ("Code"), and

WHEREAS, both DCH and D & S intend that the foregoing reorganization, within the meaning of applicable provisions of the Code, comply with such sections and all applicable Treasury regulations related thereto; it is the intention of the parties to this Plan of Merger that such reorganization be an income tax free reorganization to the partners of DCH and D & S, all as permitted within the Code; both DCH and D & S intend to take all steps necessary to cause the tax free character of the reorganization to be accomplished as a result of this Plan of Merger and its implementation,

NOW THEREFORE, for and in consideration of \$10.00 and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. MERGER. DCH shall merge with and into D & S, so that D & S shall be the surviving entity.
2. TERMS AND CONDITIONS. On the effective date of the merger, the separate existence of DCH shall cease, and D & S shall succeed to all of the rights, privileges, and immunities of DCH, and shall obtain all of the property, real, personal, and mixed, of DCH, without the necessity for any separate transfer. D & S from and after the effective date of this merger shall be responsible and liable for all liabilities and obligations of DCH, and neither the rights of creditors nor any liens on the property of DCH, if any, shall be impaired by the merger.

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STATE OF FLORIDA  
TALLAHASSEE

3. CONVERSION OF OWNERSHIP INTERESTS. The manner and basis of converting the ownership interests of DCH into ownership interests of D & S is as follows:

(a) For each certificate of partnership interest with a stated value of \$1.00 per certificate owned by the partners of DCH on the effective date of the merger shall be converted into one certificate of partnership interest with a stated value of \$1.00 per certificate of D & S;

(b) The shares of partnership interests of D & S outstanding immediately prior to the merger will continue to be outstanding after the effective date of the merger. The shares of partnership interests of DCH issued to the partners of DCH shall be issued on the following ratio of exchange effective on the merger date:

One share of partnership interest in DCH surrendered for

One share of partnership interest in D & S to be issued.

(c) The conversion shall be effected as follows: After the effective date of the merger, each holder of partnership interest in DCH shall surrender them to D & S, or its duly appointed agent, in the manner that D & S shall legally require. On receipt of the shares of partnership interest, D & S shall issue and exchange DCH shares of partnership interests for shares of partnership interests in D & S.

4. CHANGES IN LIMITED PARTNERSHIP AGREEMENT. The Limited Partnership Agreement of D & S shall continue to be its Limited Partnership Agreement following the effective date of the merger.

5. GENERAL PARTNER OF SURVIVING ENTITY. The general partner of D & S, as the surviving entity, is DiVosta Land Company, Inc., a Florida corporation, whose address is 4500 PGA Blvd., Suite 207, Palm Beach Gardens, Florida 331418, and whose Florida document number is L54776.

6. PROHIBITED TRANSACTIONS. Neither of the parties hereto shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the parties may take all action necessary or appropriate under the laws of the state of Florida to consummate this merger.

7. APPROVAL BY PARTNERS. This plan of merger shall be submitted for the approval of the partners of the parties hereto in the manner provided by the applicable laws of the state of Florida at meetings to be held on or before November 190, 2002 or at such other time as to which the shareholders and the directors of the parties hereto may agree.

8. EFFECTIVE DATE OF MERGER. The effective date of this merger shall be the

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STATE OF FLORIDA  
TALLAHASSEE



date when articles of merger are filed by the Florida Department of State.

9. ABANDONMENT OF MERGER. This plan of merger may be abandoned by action of the partners of DCH or the partners of D & S at any time prior to the effective date.

10. EXECUTION OF AGREEMENT. This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

11. NAME CHANGE OF DCH. DCH from and after the effective date of this merger shall adopt the name of D & S of South Florida Holdings, Ltd., as the name of the surviving entity.

Executed on behalf of the parties by their partners, and attested by their respective general partners pursuant to the authorization of their respective boards of directors on the date first above written.

Witnesses:

Debbie Giordano

M. Joanne Murcki

Debbie Giordano

M. Joanne Murcki

DiVosta Children Holdings, Ltd.

By: DiVosta Children Holdings, Inc.,  
sole general partner

By: Judith M. Galui  
Judith M. Galui, President

D & S of South Florida Holdings, Ltd.

By: DiVosta Land Company, Inc., sole  
general partner

By: Diane L. Stephanos  
Diane L. Stephanos, Vice President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
12 DEC - 5 / AM 8:40

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DIVOSTA CHILDREN TRUST HOLDINGS, LTD., a Florida entity,  
A99000000980

INTO

D AND S OF SOUTH FLORIDA HOLDINGS, LTD., a Florida entity,  
A96000000427

File date: December 5, 2002

Corporate Specialist: Tammi Cline