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2013 OCT 29 AM 11:00 13 OCT 29 PM 5:00  
TO CLERK OF SUPERIOR COURT  
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merger  
10/30/13  
De



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 862740 7548888

AUTHORIZATION : *Helena*

COST LIMIT : \$ 77.50

ORDER DATE : October 28, 2013

ORDER TIME : 5:01 PM

ORDER NO. : 862740-005

CUSTOMER NO: 7548888

ARTICLES OF MERGER

ARLINGTON SQUARE FOUR LLC

INTO

THE ARLINGTON SQUARE/WISTERIA  
DOWNS LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

           CERTIFIED COPY  
XX            PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: \_\_\_\_\_

## **CERTIFICATE OF MERGER**

The following Certificate of Merger is submitted in accordance with Sections 608.438 and 620.2108, Florida Statutes.

FILED  
13 OCT 29 AM 5:20  
TALLAHASSEE, FLORIDA  
STATE DEPARTMENT OF REVENUE

### **Article I - Merging Entity**

The exact name, street address of its principal office, jurisdiction and entity type for the merging entity is as follows:

Arlington Square Four LLC, a Florida Limited Liability Company  
220 North Main Street  
Gainesville, Florida 32601

### **Article II - Surviving Entity**

The exact name, street address of its principal office, jurisdiction and entity type for the surviving entity is as follows:

The Arlington Square/Wisteria Downs Limited Partnership, a Florida Limited Partnership  
220 North Main Street  
Gainesville, Florida 32601

### **Article III - Plan of Merger**

The Plan of Merger attached to this Certificate of Merger meets the requirements of Section 608.438 and Section 620.2106 Florida Statutes, and was approved by each domestic limited liability company and domestic limited partnership that is a party to the merger in accordance with Chapters 608 and 620, Florida Statutes.

### **Article IV - Applicable Law**

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of organization of any limited liability company that is a party to the Merger or by the Certificate of Limited Partnership of any limited partnership that is a party to the Merger.

### **Article V - Effective Date**

The merger shall become effective on the date this Certificate of Merger is filed with the Florida Department of State.

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1044  
7/26/13

# Certificate of Merger

## Article VI – Appraisal Rights

To the extent applicable, the surviving entity shall pay to any party with appraisal rights resulting from the merger the amount required under Section 608.4351-608.43595, Florida Statutes.

The undersigned have duly executed this Certificate of Merger.

### **Merging Entity**

**Arlington Square Four LLC**, a Florida Limited Liability Company

EH

By: 

Nathan S. Collier, Sole Managing Member

### **Surviving Entity**

**The Arlington Square/Wisteria Downs Limited Partnership**, a Florida Limited Partnership

By: Arlington Square/Wisteria Downs, Inc., a Florida Corporation, its Sole General Partner

EH

By: 

Nathan S. Collier, President

## **PLAN OF MERGER**

The following Plan of Merger is adopted and approved in all respects by each party to the merger in accordance with Sections 608.438 and 620.2106, Florida Statutes.

### **Article I - Merging Entity**

The name, jurisdiction and entity type of the merging entity is as follows: **Arlington Square Four LLC**, a Florida Limited Liability Company.

### **Article II - Surviving Entity**

The name, jurisdiction and entity type of the surviving entity is as follows: **The Arlington Square/Wisteria Downs Limited Partnership**, a Florida Limited Partnership.

### **Article III - Terms and Conditions; Effect of Merger**

The terms and conditions of the merger are as follows: Arlington Square Four LLC, a Florida Limited Liability Company (the "**LLC**") shall be merged into The Arlington Square/Wisteria Downs Limited Partnership, a Florida Limited Partnership (the "**Partnership**") in accordance with this Plan of Merger (the "**Merger**"). The rights, property and liability of the Partnership and the LLC shall be combined into a single entity under the Merger and the separate existence of the LLC shall cease. All assets, properties, rights, privileges and franchises of the LLC shall vest in the Partnership, and all debts and liabilities of the LLC shall become debts and liabilities of the Partnership. The Certificate of Limited Partnership and Limited Partnership Agreement of the Partnership will be the Certificate of Limited Partnership and Limited Partnership Agreement of the surviving entity, until amended in accordance with the provisions thereof and applicable law. Promptly following the execution of this Plan of Merger by the sole managing member of the LLC and the sole general partner of the Partnership, the sole managing member and the sole general partner shall file a Certificate of Merger with the Florida Secretary of State.

### **Article IV - Basis and Manner of Converting Interests**

Prior to the Merger, the Partnership's sole limited partner and sole owner of the Partnership's sole general partner was the same as the sole member of the LLC. From and after the effective date of the Merger, the same sole limited partner and sole general partner shall continue as the only partners of the Partnership. On the effective date of the Merger, and without any further action by the parties: (i) the ownership interest of the sole member of the LLC shall automatically be cancelled, (ii) the partnership interests of the sole limited partner and sole general partner in the Partnership shall remain outstanding and constitute 100% of the partnership interests in the surviving entity, and (iii) the book credits allocated to the sole member of the LLC shall be added to the book credits allocated to the partners in the Partnership.

This Plan of Merger may be executed in any number of counterparts. These executions may be transmitted to the Company and/or the other parties by facsimile or other electronic transmission

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3 of 4  
9/26/13

# Plan of Merger

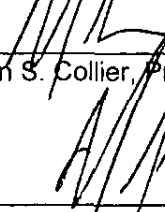
and shall have the effect of an original signature. All fully executed counterparts shall be construed together and shall constitute one document.

The undersigned have duly executed and approved this Plan of Merger.

**The Arlington Square/Wisteria Downs Limited Partnership, a  
Florida Limited Partnership**

By:  Arlington Square/Wisteria Downs, Inc., a Florida  
Corporation, its Sole General Partner

EH

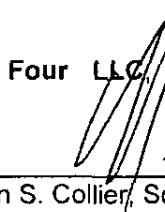
By:  \_\_\_\_\_  
Nathan S. Collier, President

By:  \_\_\_\_\_  
Nathan S. Collier, its Sole Limited Partner

EH

**Arlington Square Four LLC, a Florida Limited Liability  
Company**

EH

By:  \_\_\_\_\_  
Nathan S. Collier, Sole Managing Member