

Division of Corporations

**A97000000319**

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**MERGER OR SHARE EXCHANGE****THE COVE AT THE LANDINGS, LTD.**

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

LANDINGS DEVELOPMENT, LTD., a Florida entity, A97000001634

INTO

**THE COVE AT THE LANDINGS, LTD.**, a Florida entity, A97000000319

File date: June 7, 2000

Corporate Specialist: Shawn Logan

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**ARTICLES OF MERGER***A97-319*

*A97-1634* THE COVE AT THE LANDINGS, LTD., a Florida limited partnership (the "Surviving Limited Partnership"), and LANDINGS DEVELOPMENT, LTD., a Florida limited partnership (the "Non-Surviving Limited Partnership"), hereby state that and certify as follows, for the purposes of effecting a Merger between them, pursuant to Section 620.201 of the Florida Partnership Laws:

1. Attached hereto as Exhibit "A" is the Agreement and Plan of Merger (the "Plan") between the Non-Surviving Limited Partnership and the Surviving Limited Partnership;
2. The Plan has been approved by the Surviving Limited Partnership and the Non-Surviving Limited Partnership in accordance with the applicable provisions of Chapter 620 of the Florida Statutes; and
3. The merger shall become effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of June 2, 2000.

**SURVIVING LIMITED PARTNERSHIP:**

The Cove at the Landing, Ltd., a Florida limited partnership

By: The Cove at the Landings, Inc., a Florida corporation, its general partner

By: // Bruce R. Jarvis //  
Bruce R. Jarvis, President

**NON-SURVIVING LIMITED PARTNERSHIP**

Landings Development, Ltd., a Florida corporation

By: The Cove at the Landings, Inc., a Florida corporation, its general partner

By: // Bruce R. Jarvis //  
Bruce R. Jarvis, President

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**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (this "Agreement") relates to the merger of LANDINGS DEVELOPMENT, LTD., a Florida limited partnership (the "Non-Surviving Limited Partnership"), with and into THE COVE AT THE LANDINGS, LTD., a Florida limited partnership (the "Surviving Limited Partnership").

WITNESSETH:

WHEREAS, the Surviving Limited Partnership and the Non-Surviving Limited Partnership wish to enter into a merger agreement according to which the Non-Surviving Limited Partnership will merge with and into the Surviving Limited Partnership, and the Surviving Limited Partnership will be the surviving limited partnership.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the parties agree as follows:

1. The Merger. On the Effective Date (as defined below), the Non-Surviving Limited Partnership shall merge with and into the Surviving Limited Partnership (the "Merger"). Immediately following the Merger, the Surviving Limited Partnership shall continue as the surviving limited partnership under the name "THE COVE AT THE LANDINGS, LTD." and the separate existence of the Non-Surviving Limited Partnership shall cease. As of the Effective Date, all assets of the Non-Surviving Limited Partnership shall vest in Surviving Limited Partnership and all liabilities of the Non-Surviving Limited Partnership shall become obligations of the Surviving Limited Partnership.
2. Terms and Conditions. The Merger shall become effective upon the filing of Articles of Merger with the Secretary of the State of Florida (the "Effective Date") and shall have the effects set forth in Section 620.204 of the Florida Partnership Laws.
3. Certificate of Limited Partnership. The certificate of limited partnership of the Surviving Limited Partnership immediately prior to the Effective Date shall be the certificate of limited partnership of the surviving limited partnership immediately after the Effective Date.
4. Limited Partnership Agreement. The limited partnership agreement of the Surviving Limited Partnership immediately prior to the Effective Date shall be the limited partnership agreement of the surviving limited partnership immediately after the Effective Date.
5. Conversion of Partnership Interests.
  - (a) Each general partnership interest and each limited partnership interest of the

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Non-Surviving Limited Partnership immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and cease to exist, subject to paragraphs (b) and (c) below.

(b) Each general partnership interest and right to acquire general partnership interests in the Non-Surviving Limited Partnership immediately before the Effective Date shall, by virtue of the Merger, be converted into a general partnership interest, or a right to acquire general partnership interests, in the same percentage ownership, of the Surviving Limited Partnership immediately after the Effective Date.

(c) Each limited partnership interest and right to acquire limited partnership interests in the Non-Surviving Limited Partnership immediately before the Effective Date shall, by virtue of the Merger, be converted into a limited partnership interest, or a right to acquire limited partnership interests, in the same respective percentage ownership, of the Surviving Limited Partnership immediately after the Effective Date.

6. General Partner of Surviving Limited Partnership. The name of the General Partner of the Surviving Limited Partnership is The Cove at the Landings, Inc., a Florida corporation, and its business address is 115 NW 167<sup>th</sup> Street, #300, North Miami Beach, Florida 33169.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of \_\_\_\_\_, 2000.

## SURVIVING LIMITED PARTNERSHIP:

The Cove at the Landing, Ltd., a Florida limited partnership

By: The Cove at the Landings, Inc., a Florida corporation, its general partner

By: \_\_\_\_\_  
Bruce R. Jarvis, President

## NON-SURVIVING PARTNERSHIP

Landings Development, Ltd., Florida corporation

By: The Cove at the Landings, Inc., a Florida corporation, its general partner

By: \_\_\_\_\_  
Bruce R. Jarvis, President