

SEP-8-2005

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FROM: CORPDIRECT AGENTS, INC.

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B05000000375

Florida Department of State  
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MERGER OR SHARE EXCHANGE

BEACH ROAD DEVELOPMENT, L.P.

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Florida Dept of State

PLEASE GIVE ORIGINAL SUBMISSION  
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 30, 2005

BEACH ROAD DEVELOPMENT, L.P.  
13155 NOEL ROAD, LB 54, SUITE 700  
DALLAS, TX 75240

SUBJECT: BEACH ROAD DEVELOPMENT, L.P.  
REF: B0500000375

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF MERGER  
OF  
BEACH ROAD DEVELOPMENT COMPANY, LLC,  
a Florida limited liability company  
(Merged Entity)

WITH AND INTO

BEACH ROAD DEVELOPMENT, L.P.,  
a Delaware limited partnership  
(Surviving Entity)

The following Articles of Merger are being submitted in accordance with Section 608.4382 of the Florida Limited Liability Company Act (the "Act").

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>
Beach Road Development Company, LLC 13155 Noel Road, LB 54, Suite 700 Dallas, Texas 75240 Florida Document No.: L01000000937	Florida	limited liability company

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>
Beach Road Development, L.P. 13155 Noel Road, LB 54, Suite 700 Dallas, Texas 75240 Florida Document No.: B05000000375	Delaware	limited partnership

THIRD: The Agreement and Plan of Merger attached as Exhibit A meets the requirements of Section 608.438 of the Act, and was approved by each limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: The Agreement and Plan of Merger was approved by the surviving party in accordance with the laws of all applicable jurisdictions.

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FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations, articles of organization or operating agreement of any limited liability company that is a party to this merger or is not prohibited by the certificate of limited partnership or the limited partnership agreement of any limited partnership that is a party to the merger.

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

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

EIGHTH: Signatures(s) for each party:

**BEACH ROAD DEVELOPMENT COMPANY, LLC, a Florida limited liability company**

By: **BEACH ROAD DEVELOPMENT, L.P., a Delaware limited partnership,  
its managing member**

By: **ROCKPOINT NAPLES  
GP, L.L.C., a Delaware limited  
liability company,  
one of its general partners**

By: **RONTO BEACH ROAD  
DEVELOPMENTS, LTD.,  
a Florida limited partnership,  
one of its general partners**

By: **ROCKPOINT LAND  
INVESTMENTS I, L.L.C.  
a Delaware limited liability  
company, its managing member**

By: **RONTO BEACH ROAD  
DEVELOPMENTS ONE, INC.,  
a Florida corporation,  
its general partner**

By:   
Printed Name: **PATRICK K. FOX**  
Its: **VICE PRESIDENT**

By: \_\_\_\_\_  
**JAMES M. REINDERS, President**

**PATRICK K. FOX  
VICE PRESIDENT**

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FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations, articles of organization or operating agreement of any limited liability company that is a party to this merger or is not prohibited by the certificate of limited partnership or the limited partnership agreement of any limited partnership that is a party to the merger.

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

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

EIGHTH: Signature(s) for each party:

**BEACH ROAD DEVELOPMENT COMPANY, LLC, a Florida limited liability company**

By: **BEACH ROAD DEVELOPMENT, L.P., a Delaware limited partnership,**  
its managing member

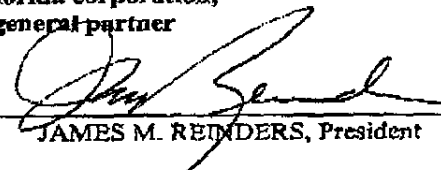
By: **ROCKPOINT NAPLES  
GP, L.L.C., a Delaware limited  
liability company,**  
one of its general partners

By: **RONTO BEACH ROAD  
DEVELOPMENTS, LTD.,  
a Florida limited partnership,**  
one of its general partners

By: **ROCKPOINT LAND  
INVESTMENTS I, L.L.C.,  
a Delaware limited liability  
company, its managing member**

By: **RONTO BEACH ROAD  
DEVELOPMENTS ONE, INC.,  
a Florida corporation,  
its general partner**

By: \_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Its: \_\_\_\_\_

By:   
JAMES M. REINDERS, President

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**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger is adopted as of August 29, 2005, between BEACH ROAD DEVELOPMENT COMPANY, LLC, a Florida limited liability company (the "Merged Entity") and BEACH ROAD DEVELOPMENT, L.P., a Delaware limited liability company (the "Survivor").

**RECITALS**

The managing member of the Merged Entity and the general and limited partners of the Survivor have determined that it is advisable and in the best interests of the Merged Entity and the Survivor and their respective members and general and limited partners that the Merged Entity be merged (the "Merger") with and into the Survivor on the terms and subject to the conditions set forth herein.

**ARTICLE I**  
**THE MERGER**

At the Effective Time (as defined in Article V hereof), the Merged Entity shall be merged with and into the Survivor in accordance with the Florida Limited Liability Company Act (the "Act"), and the separate existence of the Merged Entity shall cease and the Survivor shall thereafter continue as the surviving limited partnership.

**ARTICLE II**  
**THE SURVIVING LIMITED PARTNERSHIP**

A. At the Effective Time, the Certificate of Limited Partnership of the Survivor, as in effect immediately prior to the Effective Time, shall be the Certificate of Limited Partnership of the Survivor.

B. At the Effective Time, the Limited Partnership Agreement of the Survivor, as in effect immediately prior to the Effective Time, shall be the Limited Partnership Agreement of the Survivor, until thereafter altered, amended or repealed.

C. At the Effective Time, the general partner and limited partners of the Survivor shall remain the general partner and limited partners of the Surviving Limited Partnership.

D. At the Effective Time, the names and business addresses of the general partners of the Survivor shall be Rockpoint Naples GP, L.L.C., 13155 Noel Road, LB 54, Suite 700, Dallas, Texas 75240 and Ronto Beach Road Developments, Ltd., 3185 Horseshoe Drive South, Naples, Florida 34104.

**ARTICLE III**  
**MANNER AND BASIS OF CONVERTING MEMBERS INTEREST**

At the Effective Time, the member interests in the Merging Entity shall be surrendered to the Survivor for cancellation.

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**ARTICLE IV**  
**EFFECT OF MERGER**

At the Effective Time, all property, subsidiaries, rights, privileges, powers and franchises of the Merged Entity shall vest in the Survivor, and all liabilities and obligations of the Merged Entity shall become liabilities and obligations of the Survivor, including, the obligation and liability for the payment of all fees and franchise taxes, if any.

**ARTICLE V**  
**EFFECTIVE TIME**

As used in this Agreement, the term "Effective Time" shall mean the date and time of filing of Articles of Merger with the Secretary of State of the State of Florida with respect to the Merger.

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