

F89296

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(Address)

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(City/State/Zip/Phone #)

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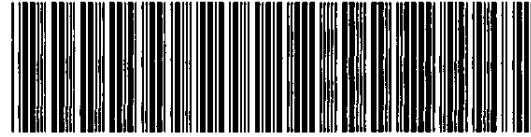
(Business Entity Name)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 JAN 28 PM 2:45

Menger  
@ 1/28/11

COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Julian Consolidated, Inc.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Michael D. Young  
Contact Person

Julian Consolidated, Inc.  
Firm/Company

7491 Conroy Windermere Rd Ste A  
Address

Orlando, FL 32835  
City/State and Zip Code

Myoung@julianproperties.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael Young At ( 407 ) 488-5489  
Name of Contact Person Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 9, 2010

MICHAEL D. YOUNG  
JULIAN CONSOLIDATED, INC.  
7491 CONROY WINDERMERE RD - STE. A  
ORLANDO, FL 32835

SUBJECT: JULIAN CONSOLIDATED, INC.  
Ref. Number: F89296

We have received your document for JULIAN CONSOLIDATED, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Merger for a Florida or foreign profit corporation are filed pursuant to section 607.1105, Florida Statutes. A merger form is enclosed.

YOU FAILED TO ENCLOSE THE ARTICLES OF MERGER.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton  
Regulatory Specialist II

Letter Number: 510A00028580

RECEIVED  
11 JAN 28 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
**(Profit Corporations)**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 JAN 28 PM 2:45

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Julian Consolidated Inc.</u>	<u>Florida.</u>	<u>F89296</u>

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Isleworth Downs Inc.</u>	<u>Florida.</u>	<u>K75389</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** 1 / 1 / 2011 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 11-15-10.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 11-15-10.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)



**PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Julian Consolidated, Inc.

Florida

**Second:** The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Isleworth Downs Inc.

Florida

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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

*see Attached Plan of Merger*

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

*see Attached Plan of Merger*

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

N/A

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A

**PLAN OF MERGER**

**BY AND BETWEEN**

**JULIAN CONSOLIDATED, INC**

**AND**

**ISLEWORTH DOWNS, INC**

Plan of merger dated Dec 2, 2010, between Julian Consolidated, Inc., hereafter called the surviving corporation, and Isleworth Downs, Inc., hereafter called the absorbed corporation.

STIPULATIONS

- A. Julian Consolidated, Inc. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 7491 Conroy Windermere, Road, Suite A, Orlando, Florida 32835 and is qualified to transact business in the State of Florida.
- B. Julian Consolidated, Inc. has a capitalization of one thousand (1,000) authorized shares (\$.10) par value common stock, of which four hundred (400) shares are issued and outstanding.
- C. Isleworth Downs, Inc. is a corporation organized and existing under the laws of the State of Florida with its principal office at 7491 Conroy Windermere Road, Suite A, Orlando, Florida 32835 and is qualified to do business in the State of Florida.
- D. Isleworth Downs, Inc. has a capitalization of one hundred (100) authorized shares (\$.10) par value common stock of which one hundred (100) shares are issued and outstanding.
- E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that Isleworth Downs, Inc be merged into Julian Consolidated, Inc. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of the Section 368 (a) (1) (A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereafter set forth, the constituent corporations agree as follows:



**Section One. Merger.** Isleworth Downs, Inc., absorbed corporation shall merge with and into Julian Consolidated, Inc. which shall be the surviving corporation.

**Section Two. Terms and Conditions.** On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all the liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

**Section Three. Conversion of Shares.** The manner and basis of converting the shares of the absorbed corporation into shares, of the surviving corporation is as follows:

- (a) Each share of the common stock of the Isleworth Downs, Inc. (absorbed corporation) issued and outstanding on the effective date of the merger shall be converted into one (1) share of the common stock of Julian Consolidated, Inc. (surviving corporation), which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.
- (b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefore certificates for shares of common stock in the surviving corporation, representing the number of share of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interest, and the agent shall sell such fractional share interest, and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion to their fractional share interests.
- (c) Holders of certificates of common stock of the absorbed corporation shall be entitled to dividends payable on shares of stock in the surviving corporation as of the effective date of the merger.

**Section Four. Changes in Articles of Incorporation.** The articles of incorporation of Julian Consolidated, Inc. shall continue to be its articles of incorporation following the effective date of the merger.

**Section Five. Changes in Bylaws.** The bylaws of Julian Consolidated, Inc. shall continue to be its bylaws following the effective date of the merger.

**Section Six. Directors and Officers.** The directors and officers of the surviving corporation, Julian Consolidated, Inc. on the effective date of the merger shall continue as the directors and the officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

**Section Seven. Prohibited Transactions.** Neither of the constituent corporations 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 absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

**Section Eight. Approval by Shareholders.** This plan of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before November 15, 2010, or at such other time as to which the boards of directors of the constituent corporations may agree.

**Section Nine. Effective Date of Merger.** The effective date of this merger shall be the later of (i) the date the Articles of Merger are filed by the Florida Department of State or (ii) close of business on January 1, 2011.

**Section Ten. Abandonment of Merger.** This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date of the happening of either of the following events:

- (a) If the Merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before January 1, 2011.
- (b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida.

**Section Eleven. Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first written above.

Attest: *Darrell R. Julian*  
Its Secretary

Name: Darrell R. Julian

Attest: *Darrell R. Julian*  
Its Secretary

Name: Darrell R. Julian

Surviving Corporation:

Julian Consolidated, Inc.

By: *Carl R. Julian*  
Its President

Name: Carl R. Julian

Absorbed Corporation:

Isleworth Downs, Inc

By: *Darrell R. Julian*  
Its President

Name: Darrell R. Julian