

F92000000854



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 245748 167868A
AUTHORIZATION : *Patricia Pujate*
COST LIMIT : \$ 70.00

ORDER DATE : May 19, 1999

ORDER TIME : 2:26 PM

ORDER NO. : 245748-025

CUSTOMER NO: 167868A

CUSTOMER: Lisa P. Clontz, Legal Asst
First Union Corporation
One First Union Ctr
Legal Dept. - 31st Floor
Charlotte, NC 28288

merger

600002880356-1

ARTICLES OF MERGER

RBG APARTMENTS, INC.

INTO

GABK HOLDINGS, INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 MAY 19 PM 3:49

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Mimi Stephens

EXAMINER'S INITIALS: *RR*

5/20/99

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 MAY 19 PM 3:13

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

RBG APARTMENTS, INC., a Florida corporation P96000033831

into

GABK HOLDINGS, INC., a North Carolina corporation F92000000854

File date: May 19, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER

Merging

RBG Apartments, Inc.
(a Florida corporation and
hereinafter the "Merging Corporation")

into

GABK Holdings, Inc.
(a North Carolina corporation and
hereinafter the "Surviving Corporation")

FILED
99 MAY 19 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Merger are delivered to the Department of State of Florida for filing pursuant to Sections 607.1105 and 607.1107 of the Florida 1989 Business Corporation Act (the "FBCA").

Section 1. Plan of Merger.

Attached hereto as Exhibit A is the Agreement and Plan of Merger (the "Plan") providing for the merger of the Merging Corporation with and into the Surviving Corporation (the "Merger").

Section 2. Approval of Plan.

- (a) The sole shareholder of the Merging Corporation approved the Plan as of May 17, 1999. The sole shareholder of the Surviving Corporation was not required to approve the Plan.
- (b) The boards of directors of the Merging Corporation and the Surviving Corporation approved the Plan as of May 17, 1999.
- (c) The Merger is permitted by the law of the state under whose law the foreign corporation is incorporated and the foreign corporation has complied with, or upon making any required filings, will have complied with such law in effecting the Merger.

Section 3. Effective Time.

The Effective Time of the Merger shall be immediately upon the filing of the Articles of Merger.

DATED as of the 17th day of May, 1999.

Surviving Corporation:
GABK Holdings, Inc.

By: Robert L. Andersen
Name: Robert L. Andersen
Title: Senior Vice President

Agreement and Plan of Merger

merging

RBG Apartments, Inc.
(a Florida corporation and
hereinafter the "Merging Corporation")

into

GABK Holdings, Inc.
(a North Carolina corporation and
hereinafter the "Surviving Corporation")

This Agreement and Plan of Merger (hereinafter "Plan") is entered into by and among the Merging Corporation and the Surviving Corporation.

Section 1. The Merger.

Immediately upon the filing of the Articles of Merger (the "Effective Time"), the Merging Corporation shall be merged (hereinafter the "Merger") with and into the Surviving Corporation. At the Effective Time, the separate existence of the Merging Corporation shall cease and the existence of the Surviving Corporation shall continue.

Section 2. Name of Surviving Corporation; Articles of Incorporation, Bylaws, Directors and Officers.

The name of the Surviving Corporation shall be "GABK Holdings, Inc." The Articles of Incorporation and Bylaws of the Surviving Corporation shall be the Articles of Incorporation and Bylaws of the Surviving Corporation as in effect immediately prior to the Effective Time. Until their successors are elected and qualified, the directors and officers of the Surviving Corporation after the Effective Time shall be the directors and officers of the Surviving Corporation in office immediately prior to the Effective Time.

Section 3. Conversion and Exchange of Shares.

At the Effective Time:

- (a) all of the outstanding shares of common stock of the Merging Corporation shall be canceled; and
- (b) the outstanding shares of common stock of the Surviving Corporation shall not be converted, exchanged or in any manner altered as a result of the Merger and shall remain outstanding as shares of common stock of the Surviving Corporation.

There are no other classes of stock outstanding of the Merging Corporation or the Surviving Corporation.

Section 4. Effect of the Merger.

All of the assets of the Merging Corporation as they exist at the Effective Time shall pass to, vest in, and become assets of the Surviving Corporation. All of the liabilities of the Merging Corporation as they exist at the Effective Time shall become liabilities of the Surviving Corporation in accordance with applicable law.

Section 5. Amendment; Termination.

This Plan may be amended at any time prior to the Effective Time by an amendment signed by the parties hereto and may be terminated or abandoned at any time prior to the Effective Time by the Surviving Corporation in writing, without the consent or joinder of the other party hereto.

IN WITNESS WHEREOF, the Merging Corporation and the Surviving Corporation have caused this Plan to be executed as of the 17th day of May, 1999 by their duly authorized officers.

Surviving Corporation:
GABK Holdings, Inc.

By: Robert L. Andersen
Name: Robert L. Andersen
Title: Senior Vice President

Attest: Anne T. Daniel
Name: Anne T. Daniel
Title: Assistant Secretary

Merging Corporations:
RBG Apartments, Inc.

By: Robert L. Andersen
Name: Robert L. Andersen
Title: Senior Vice President

Attest: Carol R. Mullis
Name: Carol R. Mullis
Title: Assistant Secretary