

H 10861

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H99000029716 0)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

FILED  
99 NOV 22 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To: Division of Corporations  
Fax Number : (850) 922-4000

From: Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

RECEIVED  
99 NOV 22 AM 11:35  
DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

PNC COMMERCIAL, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$96.25

H 10861

Name Availability	11-2
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

68.75

H99000029716

**ARTICLES OF MERGER**

The following Articles of Merger are being submitted in accordance with sections 607.1109 and 608.4382, Florida Statutes:

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
PNC Commercial Corp Two PNC Plaza 620 Liberty Avenue Pittsburgh, PA 15222-2719	Florida	Corporation

H10866

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
PNC Commercial, LLC Two PNC Plaza 620 Liberty Avenue Pittsburgh, PA 15222-2719	Delaware	Limited Liability Company

99 NOV 22 PM 3:04  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THIRD:** The attached Plan of Merger meets the requirement of Sections 607.1108 and 608.438, Florida Statutes and was approved by the domestic corporation that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

**FOURTH:** The attached Plan of Merger was approved by the surviving limited liability company that is a party to the merger in accordance with the respective laws of the State of Delaware.

**FIFTH:** The surviving limited liability company hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders of the domestic corporation that is a party to the merger.

**SIXTH:** The surviving limited liability company agrees to pay the dissenting shareholders of the domestic corporation that is a party to the merger the amount, if any, to which such shareholder is entitled under Section 607.1302, Florida Statutes.

**SEVENTH:** The merger is permitted under the respective laws of the State of Delaware and is not prohibited by the Certificate of Formation or the Limited Liability Company Agreement of the surviving limited liability company that is a party to the merger.

H99000029716

H990000297160

**EIGHTH:** The merger shall become effective as of 11:59 p.m. on November 22, 1999.

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

**PNC COMMERCIAL CORP**

**PNC COMMERCIAL, LLC**

By: John W. Calnan  
Name: John W. Calnan  
Title: Vice President & Treasurer

By: Adrian R. Fenton  
Name: Adrian R. Fenton  
Title: Manager

FILED  
99 NOV 22 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H990000297160

**PLAN OF MERGER**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1107 and 608.4381, Florida Statutes, is being submitted in accordance with Sections 607.1108 and 608.438, Florida Statutes:

**FIRST:** The exact name and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
PNC Commercial Corp	Florida

**SECOND:** The exact name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
PNC Commercial, LLC	Delaware

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

(a) PNC Commercial Corp (hereinafter the "Merging Corp") and PNC Commercial, LLC (hereinafter the "Surviving LLC") shall, pursuant to both the provisions of the Limited Liability Company Act of Delaware (hereinafter "Delaware Law") and the provisions of the Florida Statutes (hereinafter "Florida Law"), be merged with and into a single entity, to wit, the Surviving LLC, which shall be the surviving entity from and after the effective time of the merger, and which shall continue to exist under its present name pursuant to the provisions of Delaware Law. The separate existence of the Merging Corp shall cease at the effective time of the merger in accordance with the provisions of Florida Law.

(b) The present Certificate of Formation of the Surviving LLC will be the Certificate of Formation of the Surviving LLC following the merger and will continue in full force and effect until changed, revised or amended in the manner prescribed by the provisions of Delaware Law.

(c) The present Limited Liability Company Agreement of the Surviving LLC will be the Limited Liability Company Agreement of the Surviving LLC following the merger and will continue in full force and effect until changed, revised or amended in the manner prescribed by the provisions of Delaware Law.

(d) The managers and officers of the Surviving LLC currently in place at the effective time of the merger shall hold their positions from and after the effective time of the merger until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Limited Liability Company Agreement of the Surviving LLC.

H990000297160

(e) Upon the effective time of the merger, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merging Corp, including, without limitation, the Merging Corp's right and privilege to endorse its name upon any and all documents and certificates of title, shall be transferred to, vested in, and devolve upon, the Surviving LLC without further act or deed and all property, rights, and every other interest of the Surviving LLC and the Merging Corp shall be as effectively the property of the Surviving LLC as they were of the Surviving LLC and the Merging Corp, respectively. The Merging Corp hereby agrees from time to time, as and when requested by the Surviving LLC or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving LLC may deem necessary or desirable in order to vest in and confirm to the Surviving LLC title to and possession of any property of the Merging Corp acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the Merging Corp and the proper officers and managers of the Surviving LLC are fully authorized in the name of the Merging Corp or otherwise to take any and all such action.

**FOURTH:** Each issued share of the Merging Corp, from and after the effective time of the merger, shall be retired and shall cease to exist. Beneficial member interests of the Surviving LLC shall not be converted or exchanged in any manner and shall remain outstanding from and after the effective time of the merger. As the Merging Corp and the Surviving LLC are both wholly owned by a common parent entity, there is no need to convert or exchange the shares of the Merged Corp.

**FIFTE:** The names and addresses of the managers of the Surviving LLC are as follows:

<u>Name</u>	<u>Address</u>
James P. Conley	1600 Market Street Philadelphia, PA 19103
Adrian R. Fenton	249 Fifth Avenue Pittsburgh, PA 15222-2707
Michael J. Harrington	249 Fifth Avenue Pittsburgh, PA 15222-2707
James W. Meighen	620 Liberty Avenue Pittsburgh, PA 15222-2719
Ralph S. Michael, III	249 Fifth Avenue Pittsburgh, PA 15222-2707

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 NOV 22 PM 3:04

FILED

H990000297160

Gerard A. Reetenwald

249 Fifth Avenue  
Pittsburgh, PA 15222-2707

Bruce E. Robbins

249 Fifth Avenue  
Pittsburgh, PA 15222-2707

**SIXTH:** The directors and the proper officers of the Merging Corp and the managers and the proper officers of the Surviving LLC are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect the merger herein provided for.

**SEVENTH:** The effective time of the merger shall be 11:59 p.m. on November 22, 1999.

FILED  
99 NOV 22 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

PNC COMMERCIAL CORP. A FLORIDA CORPORATION  
,

INTO

**PNC COMMERCIAL, LLC**, a Delaware entity not qualified in Florida.

File date: November 22, 1999

Corporate Specialist: Tammi Cline

FILED  
99 NOV 22 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA