

Division of Corporations

L00000002/59

Florida Department of State
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To: Division of Corporations
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From: Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.
Account Number : 076666002140
Phone : (727) 461-1818
Fax Number : (727) 441-8617

MERGER OR SHARE EXCHANGE

SPRING HILL PROPERTIES, LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$86.25

\$55.00

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NOV-2 AM 10:03

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

SPRINGHILL PROPERTIES TRUST, a non-registered entity

INTO

SPRING HILL PROPERTIES, LLC, a Florida entity, L00000002159

File date: November 2, 2000

Corporate Specialist: Shawn Logan

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FALLA BRIDGE, FL 33411



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 2, 2000

SPRING HILL PROPERTIES, LLC
300 SOUTH PARK PLACE BLVD., SUITE 150
C/O ARVIDA REALTY SERVICES
CLEARWATER, FL 33759

SUBJECT: SPRING HILL PROPERTIES, LLC
REF: L00000002159

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

As we discussed by telephone, the trustee himself is not a merging party, so you must remove his name and title from the first article of merger, naming the merging parties. Only the trust itself should be named as the first merging party. Also, this letter will document that you verified by phone and by resubmitting this document that the trust is not a Declaration of Trust.

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) 487-6958.

Lee Rivers
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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Sections 608.4382, and 620.203, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Springhill Properties Trust 300 South Park Place Boulevard Suite 150 Clearwater, Florida 33759	Florida	Trust
Trustee's Social Security Number: 267-64-4849 FEIN of Trust: 59-6875901		

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TALAMON, FLORIDA

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>
Spring Hill Properties, LLC 300 South Park Place Boulevard Suite 150 Clearwater, Florida 33759	Florida	Limited Liability Company
Florida Document/Registration Number: L00000002159		FEI Number: 59-3670762

THIRD: The attached Plan of Merger meets the requirements of Sections 608.438 and 620.201, Florida Statutes, and was approved by each limited liability company and trust that is a party to the merger in accordance with Chapters 608 and 620, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any trust or the regulations or articles of organization of any limited liability company that is a party to the merger.

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

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

Prepared by:
Bruce H. Bokor, Esq.
911 Chestnut Street
Clearwater, FL 33756
727-461-1818
FL Bar No. 0150340

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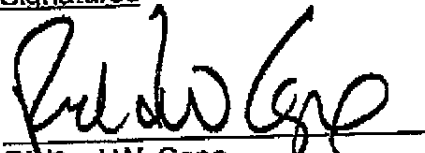
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SEVENTH: SIGNATURES FOR EACH PARTY:

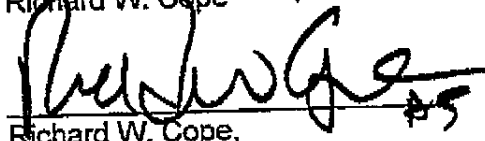
Name of Entity

Signatures

Richard W. Cope, as Trustee
of the Springhill Properties
Trust


Richard W. Cope

Spring Hill Properties, LLC


Richard W. Cope,
Manager/Member

Mailing address:

Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILING FEES:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	\$52.50
For each Corporation:	\$35.00
For each General Partnership	\$25.00
All Others:	No Charge

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Sections 608.4381 and 620.202, Florida Statutes is being submitted in accordance with Sections 608.438 and 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Springhill Properties Trust 300 South Park Place Boulevard Suite 150 Clearwater, Florida 33759	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Spring Hill Properties, LLC 300 South Park Place Boulevard Suite 150 Clearwater, Florida 33759	Florida

THIRD:

The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each partner in the merging party will become a member of the surviving party by converting each party's interests into the same percentage ownership interest as a member in the surviving party.

FOURTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name and address of the manager as follows:

Richard W. Cope, Manager
Spring Hill Properties, LLC
300 South Park Place Boulevard
Suite 150
Clearwater, Florida 33759

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned entities have executed this Plan of Merger as of the date indicated.

WITNESSES:

Angel S. Whalley
Elizabeth Clement

Angel S. Whalley
Elizabeth Clement

SPRINGHILL PROPERTIES
TRUST

By: Richard W. Cope
RICHARD W. COPE, as Trustee

Date: 10/31/00

SPRINGHILL PROPERTIES, LLC

By: Richard W. Cope
RICHARD W. COPE,
Manager/Member

Date: 10/31/00

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#222277 v1 - SPRING HILL Articles of Merger & Plan of Merger

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