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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

April 25, 2003

SUNSTATE RESEARCH

SUBJECT: FIRST TEAM PROPERTIES, LLC

Ref. Number: L00000003916

We have received your document for FIRST TEAM PROPERTIES, LLC and your check(s) totaling \$110.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Letter Number: 203A00025166

Tammi Cline Document Specialist

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CORPORATION NAME(S) & DOC	Office Use Only TIMENT NUMBER(S) (if known):
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(Corporation Name)	(Document #)
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Walk in Pick up time	Certified Copy
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NEW FILINGS	AMENDMENTS S
Profit	Amendment Amendment
Not for Profit Limited Liability	Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal
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OTHER FILINGS	REGISTRATION/OUALIFICATION
Annual Report Fictitious Name	Foreign Limited Partnership Reinstatement Trademark Other
	Examiner's Initials

CR2E031(7/97)

ARTICLES OF MERGER OF EAST COLONIAL INVESTORS, LLC INTO FIRST TEAM PROPERTIES, LLC

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

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

Name:

EAST COLONIAL INVESTORS, LLC

Address:

9216 Sloane Street

Orlando, Florida 32827

Entity Type:

a Florida limited liability company

FL Document No.:

L00000005055

FEIN:

59-3643282

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the <u>surviving</u> party is as follows:

Name:

FIRST TEAM PROPERTIES, LLC

Address:

500 North Maitland Avenue, Suite 313

Maitland, Florida 32751

Entity Type:

a Florida limited liability company

FL Document No.:

L00000003916

FEIN:

59-3652321

THIRD: East Colonial Investors, LLC is wholly owned by First Team Properties, LLC

FOURTH: The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the metger in accordance with Chapter 608, Florida Statutes.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Regulations or Articles of Organization of any limited liability company that is a party to the merger.

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SIXTH: First Team Properties, LLC is not managed by one or more managers.

SEVENTH: The Plan of Merger was duly adopted by the sole Member and Manager of East Colonial Investors, LLC and pursuant to Section 608.455, the sole Member waived the notification required by Section 608.4381(3) on January 2, 2003. The Plan of Merger was duly adopted by the Members and Board of Members of First Team Properties, LLC on January 2, 2003.

EIGHTH: These Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

EAST COLONIAL INVESTORS, LLC,

a Florida limited liability company

By: First Team Properties, LLC, its sole Member

Bv:

W. Warner Peacock, Member and President

FIRST TEAM PROPERTIES, LLC,

a Florida limited liability company

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W. Warner Peacock, Member and President

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PLAN OF MERGER OF EAST COLONIAL INVESTORS, LLC INTO FIRST TEAM PROPERTIES, LLC

The Plan of Merger is as follows:

1. Merger. The name of each limited liability company to be merged is First Team Properties, LLC, a Florida limited liability company ("First Team"), and East Colonial Investors, LLC, a Florida limited liability company ("East Colonial"). First Team will be the surviving limited liability company. East Colonial is wholly owned by First Team.

2. Cancellation.

- a. <u>Cancellation of the Percentage Interests of the Members of East Colonial</u>. At the time the Merger is effective (the "Effective Time"), the Percentage Interests of the sole member of East Colonial shall be cancelled and extinguished and no other consideration shall be delivered in exchange therefor. The sole member of East Colonial is First Team.
- b. <u>Percentage Interests of First Team</u>. At the Effective Time, the Percentage Interests of First Team shall be unaffected by the merger and the Operating Agreement and Regulations as amended shall reflect the ownership of First Team.
- 3. <u>Termination</u>. This Plan of Merger may be terminated, and the Merger abandoned, at any time on or before the Effective Time by agreement of the Members of the undersigned limited liability companies.
- 4. Amendment. This Plan of Merger may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.
- 5. Articles of Organization and Operating Agreement. At the Effective Time, the Articles of Organization and the Operating Agreement and Regulations as amended of First Team shall be the Articles of Organization and Operating Agreement of the surviving limited liability companies.
 - 6. Management. First Team is not managed by one or more managers.

7. <u>Member Adoption</u>. This Plan of Merger was duly adopted by the Board of Members and Members of First Team on January 2, 2003. This Plan of Merger was duly adopted by the Manager and Sole Member of East Colonial on January 2, 2003.

Dated: February 3, 2003

FIRST TEAM PROPERTIES, LLC

W. Warner Peacock, Member and President

EAST COLONIAL INVESTORS, LC

By: First Team Properties, LLC, its sole Member

W. Warner Peacock, Member and President

The Managing Members of FIRST TEAM PROPERTIES, LLC are:

W. WARNER PEACOCK 500 N. Maitland Ave., Suite 313 Maitland, FL 32751

DONALD AND JANET MEALEY FAMILY LIMITED PARTNERSHIP 500 N. Maitland Ave., Suite 313 Maitland, FL 32751

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ARTICLES OF MERGER Merger Sheet MERGING:

EAST COLONIAL INVESTORS, LLC, a Florida entity, L000000005055

INTO

FIRST TEAM PROPERTIES, LLC, a Florida entity, L00000003916

File date: April 25, 2003

Corporate Specialist: Tammi Cline