

L00000012248

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

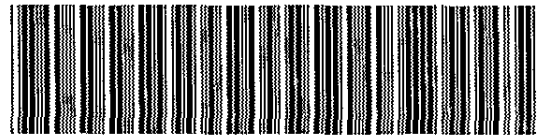
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Special Instructions to Filing Officer:

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TALLAHASSEE, FLORIDA

22 NOV -2 PM 12:55

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 572630 81093A  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 80.00

FILED  
06 NOV - 2 PM 3:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : November 2, 2006  
ORDER TIME : 12:18 PM  
ORDER NO. : 572630-005  
CUSTOMER NO: 81093A

ARTICLES OF MERGER

ILLINOIS AVENUE, LLC

INTO

FOUR OAKS PROPERTIES, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: \_\_\_\_\_

**CERTIFICATE OF MERGER**

06 NOV -2 PM 3:33  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Certificate of Merger is being submitted in accordance with Section 608.4382 of the Florida Statutes.

1. The name, principal street address, jurisdiction and entity type for each merging party is as follows:

- A. Four Oaks Properties, LLC, a Florida Limited Liability Company  
2271 McGregor Blvd.  
Fort Myers, Florida 33901  
Florida Document Number L00000012248  
FEIN: 65-1047063
- B. Illinois Avenue, LLC, a Florida Limited Liability Company  
2271 McGregor Blvd.  
Fort Myers, Florida 33901  
Florida Document Number L04000003368  
FEIN: 20-0634564

2. The name, jurisdiction and street address of principal office of the surviving entity is as follows:

Four Oaks Properties, LLC, a Florida Limited Liability Company  
2271 McGregor Blvd.  
Fort Myers, Florida 33901  
Florida Document Number L00000012248  
FEIN: 65-1047063

3. The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each Limited Liability Company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

4. The attached Plan of Merger was approved by both entities which are parties to the merger in accordance with Florida law.

5. The merger is permitted under Florida law and is not prohibited by the Articles of Organization of either LLC entity that is a party to this merger.

6. The merger shall become effective as of the date the Certificate of merger is filed with the Florida Department of State.

7. This Certificate of Merger complies with and was executed in accordance with the laws of the State of Florida.

FOUR OAKS PROPERTIES, LLC

By: Carl A. Barraco  
Carl A. Barraco, Managing Member

MEMBERS OF FOUR OAKS PROPERTIES, LLC

Carl A. Barraco  
Carl A. Barraco

Thomas R. Holmlund  
Thomas R. Holmlund

Christopher VanBuskirk  
Christopher VanBuskirk

Amy B. Fontaine  
Amy B. Fontaine

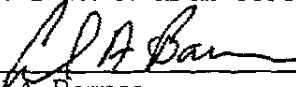
Scott A. Wheeler  
Scott A. Wheeler


ILLINOIS AVENUE, LLC


By: Carl A. Barraco  
Carl A. Barraco, President

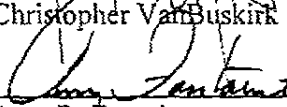
By: Thomas R. Holmlund  
Thomas R. Holmlund, Vice President

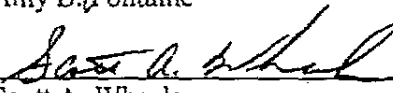
MEMBERS OF ILLINOIS AVENUE, LLC

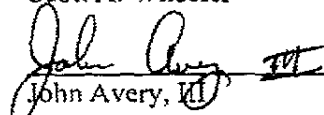
  
\_\_\_\_\_  
Carl A. Barraco

  
\_\_\_\_\_  
Thomas R. Holmlund

  
\_\_\_\_\_  
Christopher VanBuskirk

  
\_\_\_\_\_  
Amy B. Fontaine

  
\_\_\_\_\_  
Scott A. Wheeler

  
\_\_\_\_\_  
John Avery, III

**PLAN OF MERGER OF**  
**FOUR OAKS PROPERTIES, LLC**  
**AND**  
**ILLINOIS AVENUE, LLC**

FOUR OAKS PROPERTIES, LLC, a Florida Limited Liability Company and ILLINOIS AVENUE, LLC, a Florida Limited Liability Company (individually an "LLC", and collectively the "LLCs") hereby certify that:

1. The LLCs agree to merge.
2. The name, street address of its principal office and place of organization of each of the parties to this merger are:
  - A. Four Oaks Properties, LLC, 2271 McGregor Blvd., Fort Myers, Florida 33901, organized under the laws of the State of Florida on October 6, 2000, Document Number L00000012248; FEIN 65-1047063
  - B. Illinois Avenue, LLC, 2271 McGregor Blvd., Fort Myers, Florida 33901, organized under the laws of the State of Florida on January 9, 2004, Document Number L04000003368; FEIN 20-0634564
3. The name of the surviving entity is "Four Oaks Properties, LLC, a Florida Limited Liability Company", which is currently organized under the laws of the State of Florida. The name and address of its Managing Member is: Carl A. Barraco, 2271 McGregor Blvd., Fort Myers, Florida 33901.
4. The principal office of Four Oaks Properties, LLC, a Florida Limited Liability Company is 2271 McGregor Blvd., Fort Myers, Florida 33901. The principal office of Illinois Avenue, LLC, a Florida Limited Liability Company is 2271 McGregor Blvd., Fort Myers, Florida 33901.
5. The Plan of Merger set forth herein meets the requirements of F.S. 608.438, and has been approved by each LLC that is a party to this merger.
6. The terms and conditions of this Plan of Merger were advised, authorized and approved by both the Managers and the Members of each LLC by unanimous consent. No member of either LLC shall be required to make any additional capital contribution and no member of either LLC shall receive any cash distribution as a result of the merger.
7. No amendment to the Articles of Organization of the successor LLC, Four Oaks Properties, LLC, is required on account of the merger.

8. Prior to the merger, there was no difference in the class of ownership interests for each LLC. Following the merger, there will be no difference in the class ownership interests of the surviving LLC.

9. The manner and basis of converting the outstanding interests of each LLC into the interests of the successor LLC are as follows:

See Exhibit "A" attached hereto and made a part hereof by reference.

10. The merger shall become effective as of the date this Plan of Merger is filed with the Florida Department of State.

11. The Articles of Merger comply with and were executed in accordance with the laws of Florida, the applicable jurisdiction for both LLC entities.

In witness whereof each LLC party has caused this Plan of Merger to be signed in its name and on its behalf by its authorized Manager and Members, respectively, and its seal to be hereunder affixed this 15<sup>th</sup> day of November, 2006. Each authorized person acknowledges that this Plan of Merger is the act and deed of the LLC on whose behalf the authorized person has executed this Plan of Merger, and, under the penalties of perjury, certifies that the matters and facts set forth herein are true and all material respects, to the best of that person's knowledge, information and belief.

FOUR OAKS PROPERTIES, LLC

By: Carl A. Barraco

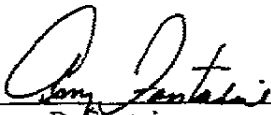
Carl A. Barraco, Managing Member

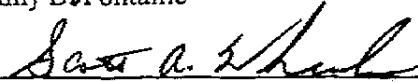
MEMBERS OF FOUR OAKS PROPERTIES, LLC

Carl A. Barraco  
Carl A. Barraco

Thomas R. Holm  
Thomas R. Holm

Christopher VanBuskirk  
Christopher VanBuskirk

  
\_\_\_\_\_  
Amy B. Fontaine

  
\_\_\_\_\_  
Scott A. Wheeler


ILLINOIS AVENUE, LLC

By:   
\_\_\_\_\_  
Carl A. Barraco, President


By:   
\_\_\_\_\_  
Thomas R. Holmlund, Vice President

MEMBERS OF ILLINOIS AVENUE, LLC

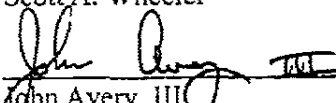
  
\_\_\_\_\_  
Carl A. Barraco

  
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Thomas R. Holmlund

  
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Christopher VanBuskirk

  
\_\_\_\_\_  
Amy B. Fontaine

  
\_\_\_\_\_  
Scott A. Wheeler

  
\_\_\_\_\_  
John Avery, III



# EXHIBIT "A"

|  |  | COMBINED EQUITY     |  |            |
|--|--|---------------------|--|------------|
|  |  | IN BOTH LLC'S BEING |  | PERCENTAGE |
| MEMBER NAME  |  | MERGED*             |  | OWNERSHIP  |
| Carl A. Barraco  |  | \$601,614.16        |  | 53.31%     |
| Tom R. Holmlund  |  | \$249,165.29        |  | 22.08%     |
| Christopher Van Buskirk  |  | \$197,938.05        |  | 17.54%     |
| Scott Wheeler  |  | \$35,570.89         |  | 3.15%      |
| Amy B. Fontaine  |  | \$39,056.34         |  | 3.46%      |
| John Avery, III  |  | \$5,200.00          |  | 0.46%      |
| TOTAL  |  | \$1,128,544.73      |  | 100.00%    |
| *The basis of converting each member's ownership from Four Oaks Properties, LLC and Illinois Avenue, LLC, respectively, is an agreed mathematical calculation which computes the "combined equity" in both LLC's and then assigning a new agreed percentage ownership interest in the merged entity. |  |                     |  |            |

**ACTION ON PLAN OF MERGER**


The undersigned as the Managers and Members, respectively of FOUR OAKS PROPERTIES, LLC, a Florida Limited Liability Company and ILLINOIS AVENUE, LLC, a Florida Limited Liability Company hereby affirm and confirm that the Plan of Merger attached hereto as Exhibit "A" was duly adopted and approved by the undersigned parties in accordance with F.S. 608.4381 Florida statutes.

Pursuant to F.S. 608.455, the notification required by F.S. 608.4381(3) is waived by each person executing this document, which waiver shall include all matters set out in F.S. 608.4381(4) and all time periods reflected in F.S. 608.4381(3).


FOUR OAKS PROPERTIES, LLC

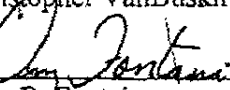
By:   
Carl A. Barraco, Managing Member

MEMBERS OF FOUR OAKS PROPERTIES, LLC

  
Carl A. Barraco

  
Thomas R. Holmlund


  
Christopher VanBuskirk

  
Amy B. Fontaine


  
Scott A. Wheeler


ILLINOIS AVENUE, LLC

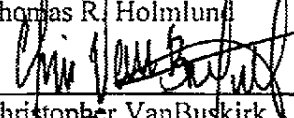
By:   
Carl A. Barraco, President


By:   
Thomas R. Holmlund, Vice President

MEMBERS OF ILLINOIS AVENUE, LLC

  
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Amy B. Fontaine

  
Scott A. Wheeler

  
John Avery, III