

CT CORPORATION

L000000012483

7/23

CORPORATION(S) NAME

Merger

cc

9

Grand Reserve Condominiums, LLC

merging: Grand Reserve Apartments, LLC

FILED  
02 JUL 23 PM 2 14  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED  
02 JUL 23 AM 11:15  
DIVISION OF CORPORATION

Name  
Availability \_\_\_\_\_  
Document  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

7/23/02

Order#: 5499618

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

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-07/23/02--01046--021  
\*\*\*\*\*80.00 \*\*\*\*\*80.00

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GRAND RESERVE APARTMENTS, LLC, L00000012476, A FLORIDA LLC

INTO

**GRAND RESERVE CONDOMINIUMS, LLC**, a Florida entity, L00000012483

File date: July 23, 2002

Corporate Specialist: Michelle Hodges

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Grand Reserve Apartments, LLC</u> <u>c/o Julian LeCraw &amp; Company, Inc.</u> <u>100 Atlanta Technology Center, Suite 200</u> <u>1575 Northside Drive, N.W., Atlanta, Georgia 30319</u> Florida Document/Registration Number: <u>L00000012476</u>	<u>Florida</u>	<u>Limited Liability Company</u>    FEI Number: <u>582576304</u>
2. <u>Grand Reserve Condominiums, LLC</u> <u>c/o Julian LeCraw &amp; Company, Inc.</u> <u>100 Atlanta Technology Center, Suite 200</u> <u>1575 Northside Drive, N.W., Atlanta, Georgia 30319</u> Florida Document/Registration Number: <u>L00000012483</u>	<u>Florida</u>	<u>Limited Liability Company</u>    FEI Number: <u>582576305</u>
3. _____ _____ _____ _____ Florida Document/Registration Number: _____	_____	_____    FEI Number: _____
4. _____ _____ _____ _____ Florida Document/Registration Number: _____	_____	_____    FEI Number: _____

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*(Attach additional sheet(s) if necessary)*

**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>
Grand Reserve Condominiums, LLC c/o Julian LeCraw & Company, Inc. 100 Atlanta Technology Center, Suite 200 1575 Northside Drive, N.W., Atlanta, Georgia 30319	Florida	Limited Liability Company
Florida Document/Registration Number: L00000012483		FEI Number: 582576305

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity 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, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

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

**NINTH:** The merger shall become effective as of:

✓ The date the Articles of Merger are filed with Florida Department of State

OR

~~(Enter specific date. NOTE: Date cannot be prior to the date of filing.)~~

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

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
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Grand Reserve Apartments,            see attached  
LLC.                                 signature page

Grand Reserve Condominiums, LLC      see attached  
signature page

(Attach additional sheet(s) if necessary)

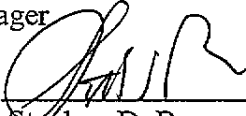
SIGNATURE PAGE FOR ARTICLES OF MERGER

**GRAND RESERVE APARTMENTS, LLC**  
a Florida limited liability company

By: GEREE SunCoast, LLC, its sole member

By: LeCraw SunCoast Investors, LLC,  
its Manager

By: JLC SunCoast Realty, LLC, its  
Manager

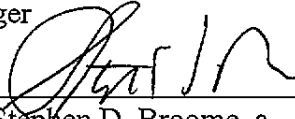
By:   
Stephen D. Broome, a  
Member and a Manager

**GRAND RESERVE CONDOMINIUMS, LLC, a**  
Florida limited liability company

By: GEREE SunCoast, LLC, its sole member

By: LeCraw SunCoast Investors, LLC, its  
Manager

By: JLC SunCoast Realty, LLC, its  
Manager

By:   
Stephen D. Broome, a  
Member and a Manager

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Grand Reserve Apartments, LLC c/o Julian LeCraw & Company, Inc. 100 Atlanta Technology Center, Suite 200 1575 Northside Drive, N.W. Atlanta, Georgia 30319	Florida
Grand Reserve Condominiums, LLC c/o Julian LeCraw & Company, Inc. 100 Atlanta Technology Center, Suite 200 1575 Northside Drive, N.W. Atlanta, Georgia 30319	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Grand Reserve Condominiums, LLC c/o Julian LeCraw & Company, Inc. 100 Atlanta Technology Center, Suite 200 1575 Northside Drive, N.W. Atlanta, Georgia 30319	Florida

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

- GEREE SunCoast, LLC, the sole member of each of the merging parties, shall be the sole member of the surviving party.
- Title to all real estate and other property, or any interest therein, of each party to the merger shall be vested in Grand Reserve Condominiums, LLC without reservation or impairment.
- Grand Reserve Condominiums, LLC shall be responsible and liable for all liabilities and obligations of each party to the merger.

**FOURTH:**

- A. 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:

GEREE SunCoast, LLC, the sole member of both parties to the merger, shall be the sole member of the surviving party and, as such, shall own 100% of the interests in the surviving party.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not applicable.

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

If General Partner is a Non-Individual,

Name(s) and Address(es) of General Partner(s)

Florida Document/Registration Number

N/A



**SIXTH:** If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Geree Suncoast, LLC  
c/o Julian LeCraw & Company, Inc.  
100 Atlanta Technology Center, Suite 200  
1575 Northside Drive, N.W.  
Atlanta, Georgia 30319

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Not applicable

**EIGHTH:** Other provisions, if any, relating to the merger:

Not applicable.

*(Attach additional sheet(s) if necessary)*