

**CORPORATE
ACCESS,
INC.**

L00000015977

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

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☒ **FILING**

Merger

1.) The Development Center, Inc. into
(CORPORATE NAME & DOCUMENT #)

2.) The Development Center, LLC
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

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4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

12-29-00

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AND
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ARTICLES OF MERGER
Merger Sheet

MERGING:

THE DEVELOPMENT CENTER, INC., A NON-QUALIFIED PENNSYLVANIA
ENTITY

INTO

THE DEVELOPMENT CENTER, LLC, a Florida entity, L00000015977

File date: December 28, 2000

Corporate Specialist: Trevor Brumbley

ARTICLES OF MERGER
Of
THE DEVELOPMENT CENTER, INC.
(a Pennsylvania corporation)
Into
THE DEVELOPMENT CENTER, LLC
(a Florida limited liability company)

Pursuant to Chapter 608, Florida Statutes, and Title 15, Chapter 19, Pennsylvania Statutes, **THE DEVELOPMENT CENTER, LLC**, a Florida limited liability company (the "Surviving Company"), and **THE DEVELOPMENT CENTER, INC.**, a Pennsylvania corporation (the "Merging Company"), do hereby adopt the following Articles of Merger for the purposes of merging into one Florida limited liability company:

1. **Merging Company.** The name and address of the registered agent, jurisdiction of organization, and entity type for the Merging Company are as follows:

<u>NAME</u>	<u>JURISDICTION</u>	<u>ENTITY TYPE</u>
The Development Center, Inc. 717 Bradford Alley Philadelphia, Pennsylvania 19147	Pennsylvania	Corporation

2. **Surviving Company.** The name, street address of the principal office, jurisdiction of organization, and entity type for the Surviving Company are as follows:

<u>NAME</u>	<u>JURISDICTION</u>	<u>ENTITY TYPE</u>
<u>L00000015917</u> The Development Center, LLC 12730 New Brittany Boulevard Suite 437 Fort Myers, Florida 33907	Florida	Limited Liability Company

3. **Qualified Foreign Company.** The Surviving Company is qualified to do business in Pennsylvania.

4. **Plan of Merger.**

(a) The Plan of Merger, attached hereto as Exhibit "A," meets the requirements of Section 608.438, Florida Statutes, and was approved and adopted by the Surviving Company in accordance with Chapter 608, Florida Statutes.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(b) The Plan of Merger meets the requirements of Section 1922, Pennsylvania Statutes, and was approved and adopted by the Merging Company in accordance with Title 15, Chapter 19, Pennsylvania Statutes.

5. **Effective Date.** The Effective Date of the Merger shall be the later of the date on which these Articles of Merger are filed with the Department of State of the State of Florida and with the Department of State of the State of Pennsylvania.

6. **Approval.**

(a) The Plan of Merger was approved by the unanimous written consent of all of the members of the Surviving Company in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

(b) The Plan of Merger was approved by the unanimous written consent of all the shareholders of the Merging Company in accordance with the applicable provisions of Title 15 of the Pennsylvania Statutes.

7. **Permitted.** The merger is permitted under the respective laws of Pennsylvania and Florida and is not prohibited by the Operating Agreement or Articles of Organization of the limited liability company that is a party to the merger.

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

9. **Service of Process.** For service of copies of process, the registered offices of the Surviving Company are:

(a) In Florida:

The Development Center, LLC
12730 New Brittany Boulevard, Suite 437
Fort Myers, Florida 33907:
Attention: Joanne Russell

(b) In Pennsylvania:

National Registered Agents, Inc.
(Commercial Registered Office Provider)
County of Dauphin, Pennsylvania

**[INTENTIONALLY LEFT BLANK
SIGNATURE PAGE FOLLOWS]**

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CLERK OF STATE
OF FLORIDA

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger
this ____ day of December, 2000.

ATTEST:

THE DEVELOPMENT CENTER, INC.



Douglas R. Colkitt, Secretary
as to The Development Center, Inc.

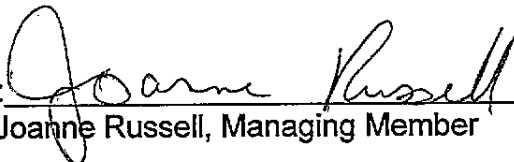
By: 

Douglas R. Colkitt, President

(the "Merging Company")

THE DEVELOPMENT CENTER, LLC

DR HOLDING, LLC
its Managing Member

By: 

Joanne Russell, Managing Member

(the "Surviving Company")

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

PLAN AND AGREEMENT FOR MERGER

by merger of
THE DEVELOPMENT CENTER, INC.
with and into
THE DEVELOPMENT CENTER, LLC
under the name of
THE DEVELOPMENT CENTER, LLC

This is a Plan and Agreement of Merger (the "Plan") between The Development Center, Inc., a Pennsylvania Corporation (the "Merging Company"), and The Development Center, LLC, a Florida limited liability company (the "Surviving Company").

ARTICLE I
PLAN OF MERGER

1.1 **Merging Company.** The name, address and jurisdiction of organization and governing law of the Merging Company are:

NAME AND ADDRESS

**JURISDICTION AND
GOVERNING LAW**

The Development Center, Inc.
717 Bradford Alley
Philadelphia, Pennsylvania 19147

Pennsylvania

1.2 **Surviving Company.** The name, address and jurisdiction of organization and governing law of the Surviving Company are:

NAME AND ADDRESS

**JURISDICTION AND
GOVERNING LAW**

The Development Center, LLC
12730 New Brittany Boulevard, Suite #437
Fort Myers, Florida 33907

Florida

1.3 **Plan Adopted.** A plan of merger of The Development Center, Inc. and The Development Center, LLC, pursuant to Chapter 608, of the Florida Statutes, and Title 15, Chapter 19, Pennsylvania Statutes, is adopted as follows:

(a) The Development Center, Inc. shall be merged with and into The Development Center, LLC to exist and be governed by the laws of the State of Florida.

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(b) The name of the Surviving Company shall be The Development Center, LLC.

(c) When this plan shall become effective, the separate corporate existence of the Merging Company shall cease, and the Surviving Company shall succeed, without other transfer, to all the rights and property of the Merging Company and shall be subject to all the debts and liabilities of the Merging Company in the same manner as if the Surviving Company had itself incurred them. All rights of creditors and all liens on the property of each constituent entity shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

(d) The Surviving Company will carry on business with the assets of the Merging Company, as well as with the assets of The Development Center, LLC.

(e) The shareholders of the Merging Company will surrender all of their shares of common stock in the manner hereinafter set forth.

(f) In exchange for the shares of The Development Center, Inc. surrendered by its shareholders, the Surviving Company will issue and transfer to these shareholders, on the basis set forth in Article 4 below, membership interests (the "Units") in the Surviving Company.

(g) The members of The Development Center, LLC will retain their Units as Units of the Surviving Company.

(h) The Articles of Organization of The Development Center, LLC, as existing on the Effective Date as defined below, of the merger, shall continue in full force as the Articles of Organization of the Surviving Corporation until altered, amended, or repealed as provided in the Articles or as provided by law.

1.4 **Effective Date.** The effective date of the merger (Effective Date) shall be the later of the date when the Articles of Merger are filed by the Florida Department of State and the Pennsylvania Department of State.

ARTICLE II

REPRESENTATIONS AND WARRANTIES

2.1 **Merging Company.** As a material inducement to the Surviving Company to execute this Plan and perform its obligations under this Plan, the Merging Company represents and warrants to the Surviving Company as follows:

(a) The Merging Company is a corporation duly organized, validly existing, and in good standing under the laws of the State of Pennsylvania, with corporate power and authority to own property and carry on its business.

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now being conducted.

(b) The Merging Company has an authorized 10,000 shares of common stock, without par value, of which 100 shares are validly issued and outstanding, fully paid, and nonassessable on the date of this Plan.

2.2 **Surviving Company.** As a material inducement to the Merging Company to execute this Plan and perform its obligations under this Plan, the Surviving Company represents and warrants to the Merging Company as follows:

(a) The Surviving Company is a limited liability company duly organized, validly existing, and in good standing under the laws of the State of Florida, with the power and authority to own property and carry on its business as it is now being conducted. The Surviving Company is qualified to do business in Pennsylvania.

(b) The Surviving Company has an authorized capitalization of 1,000 Units, each Unit representing one class of membership interests in the limited liability company, of which 100 Units are validly issued and outstanding, fully paid and nonassessable on the date of this Plan.

ARTICLE III

SUBMISSION TO SHAREHOLDERS AND MEMBERS

This Plan shall be submitted separately to the shareholders of the Merging Company and members of the Surviving Company in the manner provided by the laws of the State of Pennsylvania and the State of Florida for approval.

ARTICLE IV

MANNER OF CONVERTING SHARES

4.1 **Manner.** The Merging Company will transfer its assets to the Surviving Company in exchange for the Surviving Company's assumption of the Merging Company's liabilities and the Merging Company's receipt of an interest in the items of income, gain, deduction, or loss of the Surviving Company, such interest represented by Units in the Surviving Company, followed by a distribution of the Units by the Merging Company to the holders of shares of the common stock of the Merging Company in complete liquidation of the Merging Company. The Units distributed to the shareholders of the Merging Company shall be in complete liquidation of the Merging Company and will be treated as in full payment in exchange for the Merging Company's shares of its common stock.

4.2 **Basis.** The holders of shares of the common stock of the Merging Company shall surrender 100 shares of common stock to the Surviving Company on or promptly after the Effective Date, in exchange for 100 Units of the Surviving Company to which they are entitled under this Article 4.

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PENNSYLVANIA

4.3 **Units of Survivor.** The Surviving Corporation is authorized to issue 1,000 Units.

ARTICLE V MANAGING MEMBER AND OFFICERS

The present Managing Member of The Development Center, LLC shall continue to serve as the Managing Member of the Surviving Corporation after the Effective Date of the merger until the next annual meeting or until a successor has been elected and qualified. The Managing Member is DR Holding, LLC, whose address is 12730 New Brittany Boulevard, Suite #437, Fort Myers, Florida 33907. The Managing Member may elect or appoint such officers as it deems necessary to serve as officers of the Surviving Company after the Effective Date of the merger.

ARTICLE VI OPERATING AGREEMENT

The Operating Agreement of The Development Center, LLC, as existing on the Effective Date of the merger, shall continue in full force as the Operating Agreement of the Surviving Company, except that Schedule "A" shall be amended to reflect the 100 Units in the Surviving Company received by the shareholders of the Merging Company as a result of the merger, until altered, amended, or repealed as provided in the Operating Agreement or as provided by law.

ARTICLE VII MISCELLANEOUS PROVISIONS

7.1 **Further Assurances.** The Merging Company agrees that from time to time, as and when requested by the Surviving Company or by its successors or assigns, it will execute and deliver or cause to be executed and delivered all documents relevant to the merger. The Merging Company further agrees to take or cause to be taken any further or other actions as the Surviving Company may deem necessary or desirable to vest in, to perfect in, or to conform of record or otherwise to the Surviving Company title to and possession of all the property, rights, privileges, powers, and franchises referred to in this Plan, and otherwise to carry out the intent and purposes of this Plan.

7.2 **Notices.** Any notice or other communication required or permitted under this Plan shall be properly given when deposited with the United States Postal Service for transmittal by certified or registered mail, postage prepaid, addressed as follows:

(a) In the case of the Merging Company

To: The Development Center, Inc.
717 Bradford Alley
Philadelphia, Pennsylvania 19147

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(b) In the case of the Surviving Company

In Florida:

To: The Development Center, LLC
12730 New Brittany Blvd. #437
Fort Myers, Florida 33907

In Pennsylvania:

To: National Registered Agents, Inc.
(Commercial Registered Office Provider)
County of Dauphin, Pennsylvania

7.3 **Controlling Law.** The validity, interpretation, and performance of this Plan shall be governed by, construed, and enforced in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, this Plan was executed on December ___, 2000.

THE DEVELOPMENT CENTER, INC.

By: _____
Douglas R. Colkitt, President

(the "Merging Company")

THE DEVELOPMENT CENTER, LLC

DR HOLDING, LLC, its Managing Member

By: _____
Joanne Russell, its Managing Member

(the "Surviving Company")

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA