

L010000009240

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WILLIAM J. RISH
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March 6, 2002

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32399

500005072435--5
-03/08/02--01028--003
*****25.00 *****25.00

Re: Distinctive properties LLC

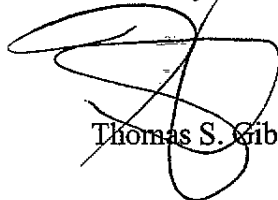
Dear Sir or Madam:

500005072435--5
-03/26/02--01003--019
*****35.00 *****35.00

I have enclosed Articles of Merger, Plan of Merger and copies of minutes of meetings of both Distinctive Properties LLC and Donna Spears Realty, Inc., together with our check in the amount of \$25 to cover the filing fee. Please provide me with documentation that this merger has become effective.

If you have any questions, please give me a call.

Sincerely,



Thomas S. Gibson

TSG/pwr

Enclosure: as stated

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DIVISION OF CORPORATIONS
02 MAR 26 AM 10:07

6/23/28

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ARTICLES OF MERGER
Merger Sheet

MERGING:

DONNA SPEARS REALTY, INC. a Florida entity P01000089566

into

DISTINCTIVE PROPERTIES, LLC, a Florida entity L01000009240

File date: March 26, 2002

Corporate Specialist: Lee Rivers



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 20, 2002

THOMAS S. GIBSON
RISH, GIBSON & SCHOLZ, P.A.
PO BOX 39
PORT ST. JOE, FL 32457

SUBJECT: DISTINCTIVE PROPERTIES, LLC
Ref. Number: L01000009240

We have received your document for DISTINCTIVE PROPERTIES, LLC and your check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following:

The filing fee for the merger is \$60, and is based on both parties to the merger. The amount for the corporation is \$35, and the amount for the LLC is \$25. Please return this letter with a check for the remaining \$35 due.

Please return 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) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 102A00016580

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ARTICLES OF MERGER

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

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Donna Spears Realty, Inc. 1520 CR 30-A Port St. Joe, FL 32456	Florida	corporation

Florida Document/Registration Number: PO1000089566
FEI Number: 59-3744876

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Distinctive Properties, LLC 402 Reid Avenue Port St. Joe, FL 32456	Florida	LLC

Florida Document Registration Number: L01000009240
FEI Number: 59-3725840

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

FOURTH: 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) and 608.4381, Florida Statutes.

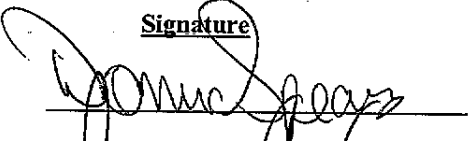
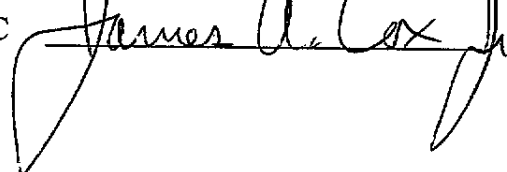
FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

SIXTH: The merger shall become effective as of the date these Articles of Merger are filed by the Florida Department of State.

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

EIGHTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed Name of Individual</u>
Donna Spears Realty, Inc.		Donna Spears, President
Distinctive Properties LLC		James A. Cox, Jr., Member

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PLAN OF MERGER

Plan of merger dated November 1, 2001, between DISTINCTIVE PROPERTIES LLC hereinafter referred to as the "surviving limited liability company," and DONNA SPEARS REALTY, INC. hereinafter referred to as the "absorbed corporation."

WHEREAS, DISTINCTIVE PROPERTIES LLC is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 402 Reid Avenue, Port St. Joe, Florida and

WHEREAS, DONNA SPEARS REALTY, INC. is a corporation organized and existing under the laws of the State of Florida with its principal office at 1520 CR 30-A, Port St. Joe, Florida, and

WHEREAS, the members of DISTINCTIVE PROPERTIES LLC and the boards of directors of DONNA SPEARS REALTY, INC. deem it desirable and in the best business interests of the limited liability company and the corporation and their members and shareholders that DONNA SPEARS REALTY, INC. be merged into DISTINCTIVE PROPERTIES LLC pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business CORPORATION Act.

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. Merger. DONNA SPEARS REALTY, INC. shall merge with and into DISTINCTIVE PROPERTIES LLC, which shall be the surviving limited liability company.

2. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving limited liability company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving limited liability company shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into rights and obligations of the surviving limited liability company is as follows:

(a) The shareholders of DONNA SPEARS REALTY, INC. will be, or already have been paid \$10.00 per share.

4. Changes in Articles of Organization for Florida Limited Liability Company. The articles of organization of the surviving limited liability company shall continue to be its articles of organization following the effective date of the merger.

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5. **Members and Managers.** The members and managers of the surviving limited liability company on the effective date of the merger shall continue as the members and managers of the surviving limited liability company for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

6. **Effective Date of Merger.** The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

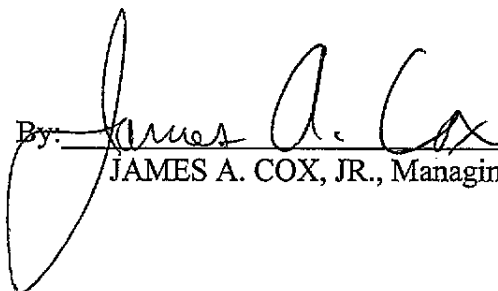
7. **Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers/members, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

DONNA SPEARS REALTY, INC.

By: 
DONNA D. SPEARS, PRESIDENT

DISTINCTIVE PROPERTIES LLC

By: 
JAMES A. COX, JR., Managing Member

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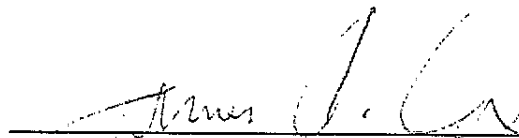
MINUTES OF MEETING OF
THE MEMBERS OF
DISTINCTIVE PROPERTIES, LLC
OF OCTOBER 18, 2001

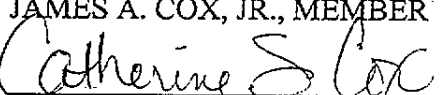
The meeting of the members of Distinctive Properties, LLC was held on October 18, 2001 at the offices of Rish, Gibson & Scholz, P.A., 206 East Fourth Street, Port St. Joe, Florida. Present at the meeting were James A. Cox, Jr. and Catherine S. Cox, being all of the members of Distinctive Properties, LLC. All members waived notice of the meeting and consented to the actions taken at the meeting.

The only item of business to come before the meeting was the proposed merger of Donna Spears Realty, Inc. into the limited liability company, Distinctive Properties, LLC. On motion made by James A. Cox, Jr. and seconded by Catherine S. Cox, the proposal was unanimously approved with an effective date of November 1, 2001.

There being no further business to come before the limited liability company, the meeting was adjourned.

Signed this 18th day of October, 2001.


JAMES A. COX, JR., MEMBER


CATHERINE S. COX, MEMBER

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MINUTES OF MEETING OF
DONNA SPEARS REALTY, INC.
OF OCTOBER 18, 2001

The meeting of directors and shareholders of DONNA SPEARS REALTY, INC. was held on October 18, 2001 at the offices of Rish, Gibson & Scholz, P.A., 206 East Fourth Street, Port St. Joe, Florida. Present at the meeting was Donna Spears, being the sole shareholder and director of Donna Spears Realty, Inc. All directors waived notice of the meeting and consented to the actions taken at the meeting.

The only item of business to come before the meeting was the proposed merger of Donna Spears Realty, Inc. into the limited liability company, Distinctive Properties, LLC. On motion made and seconded by Donna Spears, the proposal was unanimously approved with an effective date of November 1, 2001.

There being no further business to come before the corporation, the meeting was adjourned.

Signed this 18th day of October, 2001.


DONNA SPEARS
President/Director/Shareholder

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