

L01000009598

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Division of Corporations

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**MERGER OR SHARE EXCHANGE**

**BECKRICH OFFICE BUILDING I, L.L.C.**

Waco/11

Certificate of Status	0
Certified Copy	1
Page Count	10
Estimated Charge	\$113.75

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SPI BECKRICH OFFICE BUILDING I LLC a Delaware entity M01000001442

INTO

**BECKRICH OFFICE BUILDING I, L.L.C.**, a Florida entity, L01000009598

File date: October 10, 2002

Corporate Specialist: Lee Rivers

Fax Audit No. H02000210692 8

Prepared by and Return to:

Robert S. Bernstein, Esq.  
Foley & Lardner  
200 Laura Street  
Jacksonville, FL 32202

**ARTICLES OF MERGER OF  
SPI BECKRICH OFFICE BUILDING I LLC,  
a Delaware limited liability company  
INTO  
BECKRICH OFFICE BUILDING I, L.L.C.,  
a Florida limited liability company**

MOI-1442

MOI-9598

To the Secretary of State  
State of Florida

Pursuant to the provisions of Sections 608.438 and 608.4382 of the Florida Limited Liability Company Act (the "Florida Act") and Title 6, Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Code"), the undersigned business entities hereby certify as follows:

1. The name and jurisdiction of formation of each constituent entity to the merger are:

NAMEJURISDICTION

SPI Beckrich Office Building I LLC  
Beckrich Office Building I, L.L.C.

Delaware  
Florida

2. A Plan and Agreement of Merger (the "Plan") has been approved and executed by Beckrich Office Building I, L.L.C. (the "Surviving LLC"), in accordance with Sections 608.438 and 608.4382 of the Florida Act, and by SPI Beckrich Office Building I LLC (the "Merging LLC"), in accordance with Section 18-209, Title 6 of the Delaware Code.

3. The Surviving LLC has obtained the written consent of its sole member in accordance with Section 608.4381 of the Florida Act and the Merging LLC has obtained the written consent of its sole member in accordance with the applicable provisions of the Delaware Code.

4. The name of the Surviving LLC is Beckrich Office Building I, L.L.C., a Florida limited liability company.

5. The merger is permitted under the 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.

6. The merger shall be effective on or before the later of October 10, 2002 or the

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filing of these Articles of Merger with the Secretary of State of the State of Florida.

7. A copy of the Plan is attached hereto and made a part hereof. The Plan is on file at the following place of business of the Surviving LLC: 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207.

8. The parties may execute these Articles of Merger in counterparts. Each executed counterpart will be considered an original document, and all executed counterparts, together, will constitute the same agreement. Facsimile transmission of these Articles of Merger and retransmission of any signed facsimile transmission shall be the same as delivery of an original. At the request of any party, the parties shall confirm facsimile transmitted signatures by signing an original document.

IN WITNESS WHEREOF, the Surviving LLC and the Merging LLC have each caused these Articles of Merger to be executed by its authorized representative, as of the 10 day of October, 2002.

#### The Surviving LLC

BECKRICH OFFICE BUILDING I, L.L.C.,  
a Florida limited liability company

By: THE ST. JOE COMPANY, its sole Member

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Witnesses:

[Signature]

[Print or Type Name]

[Print or Type Name]

#### The Merging LLC

SPI BECKRICH OFFICE BUILDING I LLC,  
a Delaware limited liability company

By: SPI DEVELOPMENT X LLC,  
a Delaware limited liability company,  
its sole member

By: STRATEGIC PROPERTY INVESTMENTS,  
INC., a Delaware corporation, its Manager

By: \_\_\_\_\_

Name: Karin A. Church

Title: Vice President

Witnesses:

[Signature]

Jeanette Weaver

[Print or Type Name]

[Signature]

Susanne M. Haines

[Print or Type Name]

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STATE OF FLORIDA )  
 ) ss  
 COUNTY OF DUVAL )

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2002, by \_\_\_\_\_ of The St. Joe Company, a Florida corporation, the sole member of Beckrich Office Building I, L.L.C., a Florida limited liability company, on behalf of the corporation acting on behalf of the limited liability company, who is personally known to me or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC, State of Florida

Print Name: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

STATE OF ARIZONA )  
 ) ss  
 COUNTY OF MARICOPA )

The foregoing instrument was acknowledged before me this 9th day of October, 2002, by Karin A. Church, Vice President of Strategic Property Investments, Inc., a Delaware corporation, the Manager of SPI Investment X LLC, a Delaware limited liability company which is the owner of Beckrich Office Building I LLC, a Delaware limited liability company, on behalf of the corporation acting on behalf of the limited liability companies, who is personally known to me or has produced \_\_\_\_\_ as identification.



NOTARY PUBLIC, State of Arizona

Print Name: Tina MacierMy Commission Expires: 7/10/06

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filing of these Articles of Merger with the Secretary of State of the State of Florida.

7. A copy of the Plan is attached hereto and made a part hereof. The Plan is on file at the following place of business of the Surviving LLC: 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207.

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IN WITNESS WHEREOF, the Surviving LLC and the Merging LLC have each caused these Articles of Merger to be executed by its authorized representative, as of the 10 day of October, 2002.

#### The Surviving LLC

BECKRICH OFFICE BUILDING I, L.L.C.,  
a Florida limited liability company

By: THE ST. JOE COMPANY, its sole Member

By: [Signature]

Name: Stephen W. Solomon

Title: Vice President

#### Witnesses:

[Signature]

Susan G. Whitaker  
[Print or Type Name]

[Signature]

LYNNE LEWIS  
[Print or Type Name]

#### The Merging LLC

SPI BECKRICH OFFICE BUILDING I LLC,  
a Delaware limited liability company

By: SPI DEVELOPMENT X LLC,  
a Delaware limited liability company,  
its sole member

By: STRATEGIC PROPERTY INVESTMENTS,  
INC., a Delaware corporation, its Manager

By: [Signature]

Name: Karin A. Church

Title: Vice President

#### Witnesses:

[Signature]  
[Print or Type Name]

[Signature]  
[Print or Type Name]

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STATE OF FLORIDA        )  
                                  ) ss  
COUNTY OF DUVAL        )

The foregoing instrument was acknowledged before me this 9th day of October 2002, by Stephen W. Solomon, Vice President of The St. Joe Company, a Florida corporation, the sole member of Beckrich Office Building I, L.L.C., a Florida limited liability company, on behalf of the corporation acting on behalf of the limited liability company, who is personally known to me or has produced \_\_\_\_\_ as identification.



Susan G. Whitlatch  
NOTARY PUBLIC, State of Florida  
Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

STATE OF ARIZONA        )  
                                  ) ss  
COUNTY OF \_\_\_\_\_)

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_ 2002, by Karin A. Church, Vice President of Strategic Property Investments, Inc., a Delaware corporation, the Manager of SPI Investment X LLC, a Delaware limited liability company which is the owner of Beckrich Office Building I LLC, a Delaware limited liability company, on behalf of the corporation acting on behalf of the limited liability companies, who is personally known to me or has produced \_\_\_\_\_ as identification.

\_\_\_\_\_  
NOTARY PUBLIC, State of Arizona  
Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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## PLAN AND AGREEMENT OF MERGER

This Agreement, dated as of October 10, 2002, between Beckrich Office Building I, L.L.C., a Florida limited liability company (the "Surviving LLC") and SPI Beckrich Office Building I LLC, a Delaware limited liability company (the "Merging LLC").

### WITNESSETH:

WHEREAS, the Merging LLC and the Surviving LLC deem it advisable, upon the terms and subject to the conditions set forth herein, that the Merging LLC be merged with and into the Surviving LLC, and that the Surviving LLC be the surviving business entity;

NOW, THEREFORE, it is agreed as follows:

#### Section 1 Terms

1.1 On the effective date of the merger (as hereinafter defined), the Merging LLC shall be merged with and into the Surviving LLC, with the Surviving LLC as the surviving business entity.

1.2 Upon the effective date of the merger, all currently issued and outstanding membership units in the Merging LLC shall, by virtue of the merger and without any action on the part of the holders thereof, be converted into the right to receive a pro rata share of Four Million Five Hundred Thousand and No/100 Dollars (\$4,500,000.00) in cash (the "Merger Consideration").

1.3 Each holder of membership units in the Merging LLC immediately prior to effective date of the merger, upon surrender of such certificate or certificates to the Surviving LLC after the effective date of the merger, shall be entitled to receive its pro rata share of the Merger Consideration.

#### Section 2 Effective Date

2.1 The merger shall become effective on the time and date specified in the Certificate of Merger filed with the Secretary of State of the State of Delaware and the Articles of Merger filed with the Secretary of State of the State of Florida, herein sometimes referred to as the "effective date of the merger."

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### **Section 3**

#### **Effect of Merger**

3.1 At the effective time of the merger, the effect of the merger shall be as provided in the applicable provisions of the Delaware Limited Liability Company Act (the "Delaware Code") and the Florida Limited Liability Company Act (the "Florida Code"). Without limiting the generality of such provisions, at the effective time of the merger, all the property, interests, assets, rights, privileges, immunities, powers and franchises of the Merging LLC shall vest in the Surviving LLC, and all debts, liabilities, duties and obligations of the Merging LLC shall become the debts, liabilities, duties and obligations of the Surviving LLC.

### **Section 4**

#### **Amendment and Termination**

4.1 At any time prior to the filing of the Certificate of Merger with the Secretary of State of the State of Delaware and the Articles of Merger with the Secretary of State of the State of Florida, this Agreement may be amended by the Surviving LLC and the Merging LLC to the extent permitted by Delaware and Florida law.

4.2 At any time prior to the filing of the Certificate of Merger with the Secretary of State of the State of Delaware and the Articles of Merger with the Secretary of State of the State of Florida, this Agreement may be terminated and abandoned by the Surviving LLC and the Merging LLC.

### **Section 5**

#### **Covenants and Agreements**

5.1 The parties hereto shall each use reasonable best efforts to take all such action as may be necessary or appropriate to effectuate the merger under the Delaware Code and the Florida Code. If, at any time after the effective time of the merger, any further action is necessary or desirable to carry out the purposes of this Agreement and to vest the Surviving LLC with full right, title and possession to all properties, interests, assets, rights, privileges, immunities, powers and franchises of the Merging LLC, the Manager and/or any officer of the Surviving LLC are fully authorized, in the name of the Merging LLC or otherwise, to take all such lawful and necessary action.

### **Section 6**

#### **Execution and Effectiveness**

6.1 The parties may execute this Agreement in counterparts. Each executed counterpart will be considered an original document, and all executed counterparts, together, will constitute the same agreement. Facsimile transmission of this Agreement and retransmission of any signed facsimile transmission shall be the same as delivery of an original. At the request of any party, the parties shall confirm facsimile transmitted signatures by signing an original document.

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**Section 7**  
**Management of Surviving LLC**

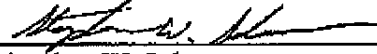
7.1 The management of the Surviving LLC is vested in its managers. The names and business addresses of the managers are:

<u>Name</u>	<u>Business Address</u>
Michael N. Regan	1650 Prudential Drive, Suite 400 Jacksonville, FL 32207
Dawn H. Wright	1650 Prudential Drive, Suite 400 Jacksonville, FL 32207
Stephen W. Solomon	1650 Prudential Drive, Suite 400 Jacksonville, FL 32207
Bradford A. Slappey	1650 Prudential Drive, Suite 400 Jacksonville, FL 32207

IN WITNESS WHEREOF, the Surviving LLC and the Merging LLC have each caused this Agreement to be executed by its authorized representative, all as of the date first above written.

**The Surviving LLC:**

BECKRICH OFFICE BUILDING I, L.L.C.,  
a Florida limited liability company  
By: THE ST. JOE COMPANY,  
a Florida corporation, its sole member

By:   
Name: Stephen W. Solomon  
Title: Vice President

**The Merging LLC:**

SPI BECKRICH OFFICE BUILDING I LLC,  
a Delaware limited liability company  
By: SPI DEVELOPMENT X LLC,  
a Delaware limited liability company,  
its sole member  
By: STRATEGIC PROPERTY INVESTMENTS,  
INC., a Delaware corporation, its Manager

By: \_\_\_\_\_  
Name: Karin A. Church  
Title: Vice President

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**Section 7**  
**Management of Surviving LLC**

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<u>Name</u>	<u>Business Address</u>
Michael N. Regan	1650 Prudential Drive, Suite 400 Jacksonville, FL 32207
Dawn H. Wright	1650 Prudential Drive, Suite 400 Jacksonville, FL 32207
Stephen W. Solomon	1650 Prudential Drive, Suite 400 Jacksonville, FL 32207
Bradford A. Slappey	1650 Prudential Drive, Suite 400 Jacksonville, FL 32207

IN WITNESS WHEREOF, the Surviving LLC and the Merging LLC have each caused this Agreement to be executed by its authorized representative, all as of the date first above written.

**The Surviving LLC:**

BECKRICH OFFICE BUILDING I, L.L.C.,  
a Florida limited liability company  
By: THE ST. JOE COMPANY,  
a Florida corporation, its sole member

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**The Merging LLC:**

SPI BECKRICH OFFICE BUILDING I LLC,  
a Delaware limited liability company  
By: SPI DEVELOPMENT X LLC,  
a Delaware limited liability company,  
its sole member  
By: STRATEGIC PROPERTY INVESTMENTS,  
INC., a Delaware corporation, its Manager

By:   
Name: Karin A. Church  
Title: Vice President

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