

L010000009669

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

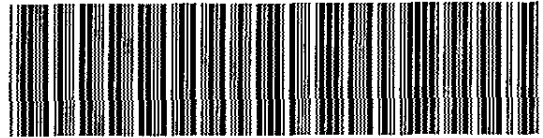
(Business Entity Name)

(Document Number)

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DEPARTMENT OF STATE
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RECEIVED
04 JAN -7 PM 1:45
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Account Number FCA000000017
Reference: _____
(Sub Account)
Date: January 7, 2004
Requestor Name: Carlton Fields
Address: Post Office Drawer 190
Tallahassee, Florida 32302
Telephone: (850) 224-1585
Contact Name: Joan Perrenot (x 243)

Corporation Name:

Pagan Crossings Unit One, LLC
Unit Two

Entity Number:

Authorization:

J. Perrenot

☒ Articles of MERGER
Certif. of 2nd Amendment
Certified Copy
☒ Art. of MERGER
Certif. of 2nd Amend.
New Filings
____ Fictitious Name

____ Certificate of Status
____ Annual Report
____ Registration
____ Plain Stamped Copy
____ Amendments

(X) Call When Ready

(X) Call if Problem

() After 4:30

(X) Walk In

() Will Wait

(X) Pick Up

CF Internal Use Only

Client: Deas Matter: 81317
Name: Deas Office: _____

LAW OFFICE
WILLIAM J. DEAS, P.A.

2215 RIVER BOULEVARD
JACKSONVILLE, FLORIDA 32204
(904) 387-9292
TELECOPIER NO. (904) 389-3035

WILLIAM J. DEAS

MAILING ADDRESS
POST OFFICE BOX 40004
JACKSONVILLE, FLORIDA 32203-0004

January 6, 2004

BY FEDERAL EXPRESS

Ms. Kim Pullen
Carlton Fields
215 South Monroe Street, Suite 500
Tallahassee, Florida 32301-1866

Re: Cagan Crossings Unit One, L.L.C. - Cagan Crossings Unit Two, L.L.C.
Merger - My File Number 2000-263

Dear Kim:

Enclosed are the following documents which we would appreciate your filing with the Florida Department of State in the same indicated sequence (which sequence I have also lightly penciled in at the top of each document):

1. Articles Of Merger, with attached Plan of Merger
2. Certificate Of Second Amendment Of Articles Of Organization Of Cagan Crossings Unit Two, L.L.C.
3. Our Firm Check In The Amount Of \$62.75

Please file both of the enclosures and return certified copies of each to me, along with a statement for your services.

If you have any questions with regard to any of these, please call me.

Sincerely yours,



William J. Deas

WJD/yb
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

①

ARTICLES OF MERGER

The following Articles Of Merger are being submitted in accordance with F.S. 608.4382.

FIRST: The exact name; street address of its principal office; jurisdiction of its formation; and entity type for each of the two merging parties are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Cagan Crossings Unit One, L.L.C. 3856 Oakton Street Skokie, Illinois 60076	Florida	limited liability company

Florida Document/
Registration Number

L98000002495

FEI Number

582551926

2. Cagan Crossings Unit Two, L.L.C. 16554 Crossings Boulevard Suite 4 Clermont, Florida 34711	Florida	limited liability company
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Florida Document/
Registration Number

L01000009669

FEI Number

20-0206428

SECOND: The exact name; street address of its principal office; jurisdiction of its formation; and entity type of the

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TALLAHASSEE, FLORIDA

surviving party are as follows:

<u>Name And Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Cagan Crossings Unit Two, L.L.C. 16554 Crossings Boulevard Suite 4 Clermont, Florida 34711	Florida	limited liability company

Florida Document/
Registration Number

L01000009669

FEI Number

20-0206428

THIRD: The attached Plan of Merger meets the requirements of F.S. 608.438, and was approved by both of the domestic limited liability companies that are parties to the merger in accordance with Chapter 608, Florida Statutes, and by unanimous consent of the single member of each.

FOURTH: The merger shall become effective as of:

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

Executed in several counterparts this 5th day of December, 2003.

[Signature Pages To Follow]

Signed and sealed in the
presence of:

CAGAN CROSSINGS UNIT ONE,
L.L.C., a Florida
limited liability company

Nicole Ashmore
Signature of Witness

By: CAGAN CROSSINGS, LTD., a
Florida limited
partnership, as its sole
Managing Member

NICOLE ASHMORE
Typed or Printed Name of Witness

By: CAGAN CROSSINGS HOLDING,
INC., a Florida
corporation, as its sole
General Partner

Avis Walker
Signature of Witness

By: Jeffrey Cagan
JEFFREY CAGAN, as its
President

AVIS WALKER
Typed or Printed Name of Witness

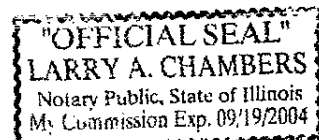
[Corporate Seal]

UNIT ONE

STATE OF ILLINOIS
COUNTY OF COOK

The foregoing instrument was acknowledged before me this 5th
day of December, 2003 by JEFFREY CAGAN as President of CAGAN
CROSSINGS HOLDING, INC., a Florida corporation, as the sole General
Partner of CAGAN CROSSINGS, LTD., a Florida limited partnership, as
the sole Managing Member of CAGAN CROSSINGS UNIT ONE, L.L.C., a
Florida limited liability company, on behalf of the Corporation and
of the Partnership and of the Company, and who is personally known
to me (or who has produced _____ as
identification).

Larry A. Chambers
Printed/Typed Name: _____
Notary Public; State Of: _____
My Commission Expires: _____
My Commission No.: _____



Signed and sealed in the
presence of:

Nicole Ashmore
Signature of Witness

NICOLE ASHMORE
Typed or Printed Name of Witness

Avis Walker
Signature of Witness

AVIS WALKER
Typed or Printed Name of Witness

CAGAN CROSSINGS UNIT TWO,
L.L.C., a Florida
limited liability company

By: CAGAN CROSSINGS, LTD., a
Florida limited
partnership, as its sole
Managing Member

By: CAGAN CROSSINGS HOLDING,
INC., a Florida
corporation, as its sole
General Partner

By: Jeffrey Cagan
JEFFREY CAGAN, as its
President

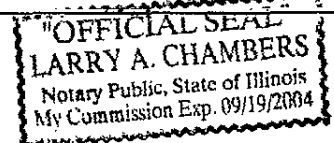
[Corporate Seal]

UNIT TWO

STATE OF ILLINOIS
COUNTY OF COOK

The foregoing instrument was acknowledged before me this 5th
day of December, 2003 by JEFFREY CAGAN as President of CAGAN
CROSSINGS HOLDING, INC., a Florida corporation, as the sole General
Partner of CAGAN CROSSINGS, LTD., a Florida limited partnership, as
the sole Managing Member of CAGAN CROSSINGS UNIT TWO, L.L.C., a
Florida limited liability company, on behalf of the Corporation and
of the Partnership and of the Company, and who is personally known
to me (or who has produced _____ as
identification).

Larry A. Chambers
Printed/Typed Name:
Notary Public; State Of:
My Commission Expires:
My Commission No.:



PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with F.S. 608.4381, is being submitted in accordance with F.S. 608.438.

FIRST: The exact name and the jurisdiction of each merging party which agree to merge as set forth below are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Cagan Crossings Unit One, L.L.C., a Florida limited liability company ("Unit One")	Florida
Cagan Crossings Unit Two, L.L.C., a Florida limited liability company ("Unit Two")	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Cagan Crossings Unit Two, L.L.C., a Florida limited liability company	Florida

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

A. The sole member of Unit One which is Cagan Crossings, Ltd, a Florida limited partnership ("Cagan") which also is the sole member of Unit Two shall remain the sole member of Unit Two after the merger.

B. The Articles of Organization and Regulations of Unit Two

shall remain effective as to Unit Two as the surviving party except as such are being amended contemporaneously herewith.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of Unit One as the merged party into the interests, shares, obligations or other securities of the survivor, Unit Two, in whole or in part, into cash or other property are as follows:

(1) The membership interest of Cagan as the sole member of Unit One shall be converted into an identical sole membership interest in Unit Two.

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

(1) All such rights of Cagan, as the sole member of Unit One, shall be retained by Cagan as the sole member of Unit Two.

FIFTH: Unit Two, which is a Florida limited liability company is the surviving entity; and it is to be managed by single manager with the name and address of the manager as follows:

<u>Name</u>	<u>Address</u>
Cagan Crossings, Ltd. a Florida limited partnership	16554 Crossings Boulevard Suite 4 Clermont, Florida 34711

SIXTH: Other provisions, if any, relating to the merger.

A. Cagan, being the sole member of both Unit One and Unit Two, and pursuant to F.S. 608.4381(3) hereby waives the requirement for the giving or receipt of any written notice to it of this proposed merger.

SEVENTH: This Plan has been approved by all members of both Unit One and Unit Two, namely, Cagan; and is adopted by a unanimous consent of the members of both Unit One and Unit Two.

Executed in several Counterparts this 5th day of December, 2003.

[Signature Pages To Follow]

Signed and sealed in the
presence of:

Nicole Ashmore
Signature of Witness

NICOLE ASHMORE
Typed or Printed Name of Witness

Avis Walker
Signature of Witness

AVIS WALKER
Typed or Printed Name of Witness

CAGAN CROSSINGS, LTD., a
Florida limited partnership

By: CAGAN CROSSINGS HOLDING,
INC., a Florida
corporation, as its sole
General Partner

By: Jeffrey Cagan
JEFFREY CAGAN, as its
President

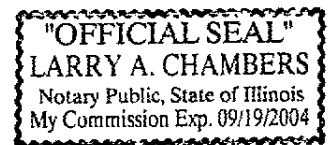
[Corporate Seal]

CAGAN

STATE OF ILLINOIS
COUNTY OF COOK

The foregoing instrument was acknowledged before me this
5th day of December, 2003, by JEFFREY CAGAN, as President of
CAGAN CROSSINGS HOLDING, INC., a Florida corporation, as the sole
General Partner of CAGAN CROSSINGS, LTD., a Florida limited
partnership, on behalf of the Corporation and of the Partnership,
who is personally known to me (or who has produced _____
_____ as identification).

Larry A. Chambers
Printed/Typed Name: _____
Notary Public; State Of: _____
My Commission Expires: _____
My Commission No.: _____



Signed and sealed in the presence of:

CAGAN CROSSINGS UNIT ONE, L.L.C., a Florida limited liability company

Nicole Ashmore
Signature of Witness

By: CAGAN CROSSINGS, LTD., a Florida limited partnership, as its sole Managing Member

NICOLE ASHMORE
Typed or Printed Name of Witness

By: CAGAN CROSSINGS HOLDING, INC., a Florida corporation, as its sole General Partner

Avis Walker
Signature of Witness

By: Jeffrey Cagan
JEFFREY CAGAN, as its President

AVIS WALKER
Typed or Printed Name of Witness

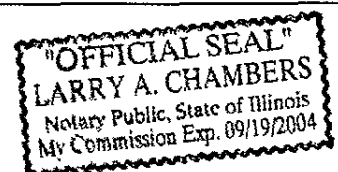
[Corporate Seal]

UNIT ONE

STATE OF ILLINOIS
COUNTY OF COOK

The foregoing instrument was acknowledged before me this 5th day of December, 2003 by JEFFREY CAGAN as President of CAGAN CROSSINGS HOLDING, INC., a Florida corporation, as the sole General Partner of CAGAN CROSSINGS, LTD., a Florida limited partnership, as the sole Managing Member of CAGAN CROSSINGS UNIT ONE, L.L.C., a Florida limited liability company, on behalf of the Corporation and of the Partnership and of the Company, and who is personally known to me (or who has produced _____ as identification).

Larry A. Chambers
Printed/Typed Name: _____
Notary Public; State Of: _____
My Commission Expires: _____
My Commission No.: _____



Signed and sealed in the
presence of:

CAGAN CROSSINGS UNIT TWO,
L.L.C., a Florida
limited liability company

Nicole Ashmore
Signature of Witness

By: CAGAN CROSSINGS, LTD., a
Florida limited
partnership, as its sole
Managing Member

NICOLE ASHMORE
Typed or Printed Name of Witness

By: CAGAN CROSSINGS HOLDING,
INC., a Florida
corporation, as its sole
General Partner

Avis Walker
Signature of Witness

By: Jeffrey Cagan
JEFFREY CAGAN, as its
President

AVIS WALKER
Typed or Printed Name of Witness

[Corporate Seal]

UNIT TWO

STATE OF ILLINOIS
COUNTY OF COOK

The foregoing instrument was acknowledged before me this 5th
day of December, 2003 by JEFFREY CAGAN as President of CAGAN
CROSSINGS HOLDING, INC., a Florida corporation, as the sole General
Partner of CAGAN CROSSINGS, LTD., a Florida limited partnership, as
the sole Managing Member of CAGAN CROSSINGS UNIT TWO, L.L.C., a
Florida limited liability company, on behalf of the Corporation and
of the Partnership and of the Company, and who is personally known
to me (or who has produced _____ as
identification).

Larry A. Chambers
Printed/Typed Name: _____
Notary Public; State of _____
My Commission Expires: _____
My Commission No.: _____
