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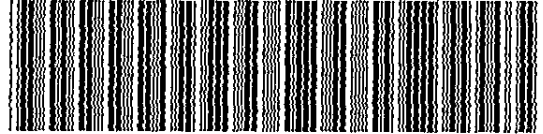
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032  
REFERENCE : 193093 7145323  
AUTHORIZATION : *Patricia Piggett*  
COST LIMIT : \$ 90.00

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ORDER DATE : August 4, 2003  
ORDER TIME : 12:30 PM  
ORDER NO. : 193093-005  
CUSTOMER NO: 7145323  
CUSTOMER: Mr. Wade Boyette  
Gray, Harris & Robinson, P.A.  
P.O. Box 120848  
Clermont, FL 34712-0848

ARTICLES OF MERGER

J & J BUILDING ENTERPRISES,  
INC.

INTO

J & J BUILDING AND  
DEVELOPMENT, LC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 1156  
EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF MERGER**  
**OF**  
**J & J BUILDING ENTERPRISES, INC.**  
**INTO**  
**J & J BUILDING AND DEVELOPMENT, LC**

517798  
L010000425  
RECORDED  
JUL 11 1994  
STATE OF FLORIDA

\_\_\_\_\_  
Under Sections 607.1108 and 608.4382 of Florida Statutes  
\_\_\_\_\_

Pursuant to the provisions of Sections 607.1108 and 608.4382 of the Florida Statutes, the undersigned hereby certify by these Articles of Merger as follows:

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

- (a) J & J Building Enterprises, Inc., a Florida Corporation, 1010 Johns Pointe Drive, Winter Garden, Florida, 34787, and
- (b) J & J Building and Development, LC., a Florida Limited Liability Company, 1010 Johns Pointe Drive, Winter Garden, Florida, 34787.

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving entity is: J & J Building and Development, LC., a Florida Limited Liability Company, 1010 Johns Pointe Drive, Winter Garden, Florida, 34787.

THIRD: The attached Agreement and Plan of Merger meets the requirements of Section(s) 607.1108 and 608.4382, Florida Statutes, and was approved by each entity that is a party to the merger in accordance with Chapter(s) 607 and 608, Florida Statutes.

FOURTH: The surviving entity has obtained the written consent of each person that as a result of the merger is now a member of the surviving entity pursuant to Sections 607.1109(1)(e) and 608.4381(2), Florida Statutes.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by any articles of incorporation or bylaws of any corporation that is a party to the merger or the regulations or articles of organization of any limited liability company that is a party to the merger. A copy of the Agreement and Plan of Merger is annexed hereto as Exhibit "A" and incorporated herein by reference in its entirety.

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

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

J & J BUILDING ENTERPRISES, INC.

By: 

JAMES J COSTELLO, JR.  
President/Secretary

By: 

JEREL M. MILLER, CEO

J & J BUILDING AND DEVELOPMENT, LC

By: 

JEREL M. MILLER, Member/Manager

By: 

JAMES J. COSTELLO, JR., Member/Manager

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TALLAHASSEE, FLORIDA

## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is dated the 16 day of July, 2003, between J & J BUILDING ENTERPRISES, INC., a Florida Corporation, and J & J BUILDING AND DEVELOPMENT, LC, a Florida Limited Liability Company, said entities being sometimes collectively referred to herein as the "Constituent Entities".

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### WITNESSETH:

WHEREAS, J & J Building Enterprises, Inc. is a Florida Corporation duly organized and existing under the laws of the State of Florida.

WHEREAS, J & J Building and Development, LC is a Florida Limited Liability Company duly organized and existing under the laws of the State of Florida.

WHEREAS, the Shareholders and/or Members of each Constituent Entity deems it advisable for the general welfare of such Constituent Entity and its Shareholders and/or Members that J & J Building Enterprises, Inc. be merged into J & J Building and Development, LC.

WHEREAS, the Shareholders of J & J Building Enterprises, Inc. will receive in exchange for their shares of stock in J & J Building Enterprises, Inc., membership interests in J & J Building and Development, LC, as more fully described in ARTICLE VI hereafter.

NOW THEREFORE, the Constituent Entities hereby agree that J & J Building Enterprises, Inc. shall be merged with and into J & J Building and Development, LC in accordance with the applicable laws of the State of Florida and the terms and conditions of the following Plan of Merger.

### ARTICLE I THE CONSTITUENT ENTITIES

The names of the Constituent Entities to the merger are J & J Building Enterprises, Inc., a Florida Corporation, Florida Charter No. 517799, and J & J Building and Development, LC, a Florida Limited Liability Company, Florida Charter No. L01000014025.

### ARTICLE II THE MERGER: THE SURVIVING ENTITY

On the Effective Date, as hereinafter defined, J & J Building Enterprises, Inc. shall be merged into J & J Building and Development, LC, in accordance with the

applicable provisions of Chapter 607.1108 and 608.4382 of the Florida Statutes, J & J Building and Development, LC shall be the surviving entity and shall be governed by the laws of the State of Florida.

ARTICLE III  
THE EFFECT OF THE MERGER

From and after the filing of the Articles of Merger in accordance with Article VII hereof, the Constituent Entities shall be a single Limited Liability Company which shall be J & J Building and Development, LC. From and after such filing, the separate existence of J & J Building Enterprises, Inc. shall cease, while the existence of J & J Building and Development, LC, shall continue unaffected and unimpaired. J & J Building and Development, LC shall have all the rights, privileges, immunities and powers, and shall be subject to all the duties and liabilities, of a Limited Liability Company organized under the laws of the State of Florida. J & J Building and Development, LC shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the Constituent Entities. All property, real, personal and mixed, and all debts on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Entities shall be taken and deemed to be transferred to and vested in J & J Building and Development, LC without further act or deed. The title to any real estate, or any interest therein, vested in either of the Constituent Entities shall not revert or be in any way impaired by reason of such merger. J & J Building and Development, LC shall henceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Entities, and any claim existing or action or proceeding pending by or against either of the Constituent Entities may be prosecuted as if such merger had not taken place, or J & J Building and Development, LC may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Entities shall be impaired by such merger.

ARTICLE IV  
SUPPLEMENTARY ACTION

If at any time after the Effective Date any further assignments or assurances in law or any other things are necessary or desirable to vest or to perfect, confirm or record in J & J Building and Development, LC, the title to any property or rights of either of the Constituent Entities, or otherwise to carry out the provisions of this Agreement and Plan of Merger, the proper officers, members, or partners of the respective Constituent Entities as of the Effective Date shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest or to perfect or confirm title to such property or rights in J & J Building and Development, LC and otherwise to carry out the purposes and provisions of this Agreement and Plan of Merger.

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ARTICLE V  
ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT  
MEMBERS

(a) The Articles of Organization and Operating Agreement in effect on the Effective Date, shall remain the Articles of Organization and Operating Agreement of J & J Building and Development, LC until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

(b) The names and addresses of the Members shall be:

James J. Costello, Jr., 1010 Johns Pointe Drive, Winter Garden, FL 34787

Jerel M. Miller, 1010 Johns Pointe Drive, Winter Garden, FL 34787

(c) The names and addresses of the Managers shall be:

James J. Costello, Jr., 1010 Johns Pointe Drive, Winter Garden, FL 34787

Jerel M. Miller, 1010 Johns Pointe Drive, Winter Garden, FL 34787

The persons who are Members hereby consent to becoming Members of the surviving entity.

ARTICLE VI  
TREATMENT OF SHARES OF CONSTITUENT ENTITIES

(a) Each Share of Stock of J & J Building Enterprises, Inc. outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII, shall continue in existence as a share of the merged entities and there shall be no distribution of cash or securities with respect thereto.

(b) Each membership interest of J & J Building and Development, LC immediately prior to the filing of the Articles of Merger in accordance with Article VII shall, by virtue of the merger and without any action on the part of the holder thereof, cease to exist and be cancelled, and the membership interest of J & J Building and Development, LC cash, securities or other property to be issued in respect thereof shall be as follows:

1. J & J Building and Development, LC shall issue to Jerel M. Miller in exchange for his shares of stock in J & J Building Enterprises, Inc., 1,000 membership interests in J & J Building and Development, LC.

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2. J & J Building and Development, LC shall issue to James J. Costello, Jr. for his shares of stock in J & J Building Enterprises, Inc., 1000 membership interests in J & J Building and Development, LC.

ARTICLE VII  
APPROVAL BY MEMBERS AND PARTNERS

This Plan of Merger shall be submitted to the respective members, officers and shareholders of the Constituent Entities for approval on the 16 day of July, 2003. If duly adopted by the requisite vote of such members, officers and shareholders, Articles of Merger meeting the requirements of Florida Statutes 607.1108 and 608.4382 shall be filed immediately in the appropriate office in Florida.

ARTICLE VIII  
EFFECTIVE DATE

The merger of J & J Building Enterprises, Inc. into J & J Building and Development, LC shall become effective upon the filing of the Articles of Merger with the Florida Department of State. The date of which such merger shall become effective is herein called the "Effective Date".

ARTICLE IX  
COVENANTS OF J & J BUILDING AND DEVELOPMENT, LC

J & J Building and Development, LC covenants and agrees that: (a) it will not further amend its Articles of Organization prior to the Effective Date, and (b) it will not issue any membership interests or any rights to acquire any such membership interests prior to the Effective Date.

ARTICLE X  
TERMINATION

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by either of the Constituent Entities at any time prior to the filing of the Articles of Merger.

ARTICLE XI  
COUNTERPARTS

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

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CLERK OF THE COURT



IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

J & J BUILDING ENTERPRISES, INC.

By: 

James J. Costello, Jr.  
President/Secretary

By:  LEO

Jerel M. Miller, CEO

J & J BUILDING AND DEVELOPMENT,  
LC

By: 

JAMES J. COSTELLO, JR.  
Member/Manager

By: 

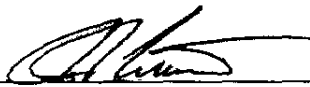
JEREL M. MILLER, Member/Manager

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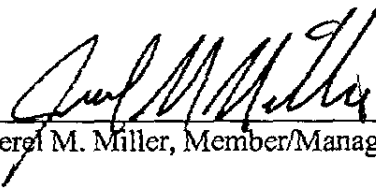
CONSENT

The undersigned, constituting all of the members of **J & J BUILDING AND DEVELOPMENT, LC**, a Florida limited liability company, hereby consent to the above Agreement and Plan of Merger.

Dated this 16 day of July, 2003.



James J. Costello, Jr.,  
Member/Manager



Jerel M. Miller, Member/Manager

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