

10/25/01 15:46 FAX

Division of Corporations

Page 1 of 1

RECEIVED

01 OCT 25 PM 4:04

DIVISION OF CORPORATIONS

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((F01000093181 5))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : NELSON - HESSE
Account Number : I19990000187
Phone : (941) 366-7550
Fax Number : (941) 955-3708

AL

MERGER OR SHARE EXCHANGE

N.G., LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing

Public Access Help

ARTICLES OF MERGER
Merger Sheet

MERGING:

A. DAVIDSON WEST A FLORIDA ENTITY

into

N.G., LLC, a Florida entity L01000014367

File date: October 25, 2001

Corporate Specialist: Agnes Lunt

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT 25

(((H01000093181 5)))

ARTICLES OF MERGER
of

A. DAVIDSON WEST, a Florida sole proprietorship
into
N. G., LLC, a Florida limited liability company

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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

Name and Street AddressJurisdiction & Entity Type

A. Davidson West
c/o Nelson • Hesse
2070 Ringling Boulevard
Sarasota, Florida 34237

Florida sole proprietorship

Florida Document/Registration Number: _____

FEI Number: _____

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

Name and Street AddressJurisdiction & Entity Type

N. G., LLC
c/o Nelson • Hesse
2070 Ringling Boulevard
Sarasota, Florida 34237

Florida limited liability company

Florida Document/Registration Number: L01000014367

FEI Number: applied for

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

FILED
01 OCT 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H01000093181 5)))

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: 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), 608.4381(2), and/or 620.202(2), Florida Statutes.

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

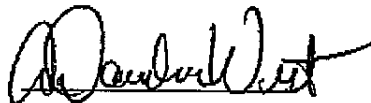
NINTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

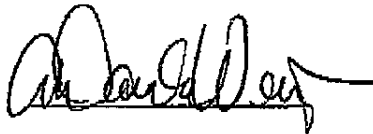
<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
-----------------------	---------------------	--

A. Davidson West, a Florida
sole proprietorship



A. Davidson West, sole proprietor

N. G., LLC, a Florida limited
liability company



A. Davidson West, managing member

\\Tiffaniedrive.d\Documents\Clients and Corporations\West-N. G., LLC\Articles of Merger.doc

FLORIDA STATE
 SECRETARY OF
 TALLAHASSEE, FLORIDA

(((H01000093181 5)))

((H01000093181 5)))

AGREEMENT AND PLAN OF MERGER

of

A. DAVIDSON WEST, a Florida sole proprietorship

into

N. G., LLC, a Florida limited liability company

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FILED
STATE
SECRETARY OF
TALLAHASSEE, FLORIDA
OCT 25

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
A. Davidson West c/o Nelson • Hesse 2070 Ringling Boulevard Sarasota, Florida 34237 Florida Document/Registration Number: _____ hereinafter referred to as "WEST".	Florida sole proprietorship FEI Number: _____

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

<u>Name</u>	<u>Jurisdiction</u>
N. G., LLC c/o Nelson • Hesse 2070 Ringling Boulevard Sarasota, Florida 34237 Florida Document/Registration Number: <u>L01000014367</u> hereinafter referred to as "the LLC" or the "Surviving Entity."	Florida limited liability company FEI Number: applied for

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

((H01000093181 5)))

A. Filings: Effects of Merger.

1. Filing of Certificate of Merger: Effective Date. If (a) this Agreement is adopted by WEST and the LLC and (b) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed and recorded in accordance with the law of the State of Florida. The Merger shall become effective on the date of filing.

2. Certain Effects of Merger. WEST, as a sole proprietorship, owns and leases the ten condominium units more particularly described as follows:

Units 1 through 10, inclusive, WCB, a Condominium, according to the Declaration of Condominium recorded in O. R. Book 2029, Page 215 and following, and according to the Condominium Plat recorded in Condominium Book 27, Pages 11 and 11A, of the Public Records of Sarasota County, Florida.

The assets of the sole proprietorship consist of those ten condominium units and the associated leases and other assets associated solely with those condominium units. Liabilities associated with those units are taxes and a First Mortgage, Note and lien with Provident Bank of Florida. All references herein to the assets and liabilities of WEST shall be limited to the real property and associated business as set forth above, and the merger shall in no way affect any other business or personal assets or liabilities of A. Davidson West. On the effective date, the separate existence of WEST shall cease and WEST shall be merged into the LLC which, as the Surviving Entity, shall possess all of the rights, privileges, powers, and franchises of WEST, and all property, real, personal, and mixed, used by WEST and all debts due to WEST on whatever account; and all other things in action or belonging to WEST, including but not limited to the real property situated in Sarasota County, Florida, described above shall be vested in the LLC as the Surviving Entity; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Entity as they were of WEST, and the title to the real estate described above vested by deed or otherwise, under the laws of Florida or any other jurisdiction, in WEST, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of WEST shall be preserved unimpaired, and all debts, liabilities, and duties of WEST shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities, and duties has been incurred or contracted by it. At any time, or from time to time, after the Effective Date, WEST or the members or managers of the Surviving Entity, may, in the name of WEST, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Entity title to and possession of all WEST's property, rights, privileges, powers, franchises, immunities, and interest and otherwise to carry out the purposes of this Agreement.

3. Name of Surviving Entity; Articles of Organization

3.1 Name of Surviving Entity. The name of the Surviving Entity from and after the Effective Date shall be N. G., LLC, a Florida limited liability company.

3.2 Articles of Organization. The Articles of Organization of the LLC as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Organization of the Surviving Entity until changed or amended as provided by law.

4. Miscellaneous

4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the filing of the Merger, and whether before or after approval of this Agreement of Merger by WEST, if WEST or the Surviving Entity duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

FOURTH:

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

All of the outstanding interests in WEST shall be converted, in the aggregate, into 100 Units of Ownership in the LLC.

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

No rights to acquire interests in the merged party are outstanding.

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Not applicable.

FILED
01 OCT 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

Not applicable (LLC is member-managed).


SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Not applicable.

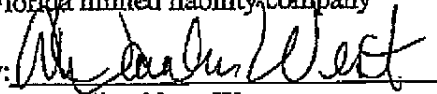
EIGHTH: Other provisions, if any, relating to the merger:

None.

In Witness Whereof, the undersigned have executed this agreement, to be effective upon filing.


A. DAVIDSON WEST
Sole Proprietor

N. G., LLC,
a Florida limited liability company

By: 
A. Davidson West, as
Managing Member

\\Tiffanie\drive d\Documents\Clients and Corporations\West-N. G., LLC\Plan of Merger.doc

FILED
01 OCT 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA