

**L010000016199**

Florida Department of State  
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EFFECTIVE DATE  
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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**RIVERSIDE CORPORATE CENTER, L.L.C.**

Certificate of Status	0
Certified Copy	2
Page Count	10
Estimated Charge	\$122.50

**\$110.00**

SECRETARY OF STATE  
KATHARINE A. BARR

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**3/9/04**



MAR. 9.2004 12:12PM

NO. 949 P.2

Fax Audit No. H04000050982 3

Prepared by and Return to:

Robert S. Bernstein, Esq.  
Foley & Lardner LLP  
200 Laura Street  
Jacksonville, FL 32202  
024291.0125

**ARTICLES OF MERGER OF  
SPI RIVERSIDE CORPORATE CENTER LLC,  
a Delaware limited liability company  
INTO  
RIVERSIDE CORPORATE CENTER, L.L.C.,  
a Florida limited liability company  
(Corporate Charter Number L01000016199)**

**EFFECTIVE DATE**

3-9-04

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:

<u>NAME</u>	<u>JURISDICTION</u>
SPI Riverside Corporate Center LLC	Delaware
Riverside Corporate Center, L.L.C.	Florida

2. A Plan and Agreement of Merger (the "Plan") has been approved and executed by Riverside Corporate Center, L.L.C. (the "Surviving LLC"), in accordance with Sections 608.438 and 608.4382 of the Florida Act, and by SPI Riverside Corporate Center 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 Riverside Corporate Center, 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.

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Fax Audit No. H040000509823

6. The merger shall be effective on or before the later of March 9, 2004 or the 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: 245 Riverside Avenue, Suite 500, Jacksonville, Florida 32202.

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 9th day of March, 2004.

Witnesses:

Susan G. Whiteaker  
Susan G. Whiteaker  
 [Print or Type Name]

Hattie Henderson  
Hattie Henderson  
 [Print or Type Name]

The Surviving LLC

RIVERSIDE CORPORATE CENTER, L.L.C.,  
 a Florida limited liability company  
 By: THE ST. JOE COMPANY, its sole Member

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

Witnesses:

\_\_\_\_\_  
 [Print or Type Name]

\_\_\_\_\_  
 [Print or Type Name]

The Merging LLC

SPI RIVERSIDE CORPORATE CENTER 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: Karin A. Church  
 Name: Karin A. Church  
 Title: Vice President

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

APPROVED  
 AND  
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[Page 1 of 4 Signature Pages]

Fax Audit No. H040000509823

6. The merger shall be effective on or before the later of March 9, 2004 or the 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: 245 Riverside Avenue, Suite 500, Jacksonville, Florida 32202.

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 9<sup>th</sup> day of March, 2004.

Witnesses:

[Print or Type Name]

[Print or Type Name]

The Surviving LLC

RIVERSIDE CORPORATE CENTER, L.L.C.,  
a Florida limited liability company  
By: THE ST. JOE COMPANY, its sole Member

By:

Name: Stephen W. Solomon  
Title: Vice President

Witnesses:

[Print or Type Name]

[Print or Type Name]

The Merging LLC

SPI RIVERSIDE CORPORATE CENTER 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: Karin A. Church  
Name: Karin A. Church  
Title: Vice President

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[Page 2 of 4 Signature Pages]

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MAR. 9. 2004 12:13PM

NO. 949 P. 5

Fax Audit No. H04000050982 3

STATE OF FLORIDA )  
 ) ss  
COUNTY OF DUVAL )

The foregoing instrument was acknowledged before me this 8th day of March, 2004, by Stephen W. Solomon, the Vice President of The St. Joe Company, a Florida corporation, the sole member of Riverside Corporate Center, L.L.C., a Florida limited liability company, on behalf of the corporation acting on behalf of the limited liability company, who (notary must check applicable box):

- ☒ is/are personally known to me.  
☐ produced a current Florida driver's license as identification.  
☐ produced \_\_\_\_\_ as identification.

{Notary Seal must be affixed}



Susan G. Whitlatch  
Signature of Notary

Name of Notary (Typed, Printed or Stamped)  
Commission Number (If not legible on seal):  
My Commission Expires (If not legible on seal):

STATE OF ARIZONA )  
 ) ss  
COUNTY OF MARICOPA )

The foregoing instrument was acknowledged before me this \_\_\_\_ day of March, 2004, by Karin A. Church, Vice President of Strategic Property Investments, Inc., a Delaware corporation, the Manager of SPI Development X LLC, a Delaware limited liability company which is the owner of SPI Riverside Corporate Center LLC, a Delaware limited liability company, on behalf of the corporation acting on behalf of the limited liability companies, who: (notary must check applicable box):

- ☐ is/are personally known to me.  
☐ produced a current \_\_\_\_\_ driver's license as identification.  
☐ produced \_\_\_\_\_ as identification.

{Notary Seal must be affixed}

\_\_\_\_\_  
Signature of Notary

\_\_\_\_\_  
Name of Notary (Typed, Printed or Stamped)  
Commission Number (If not legible on seal):  
My Commission Expires (If not legible on seal):

[Page 3 of 4 Signature Pages]

MAR. 9.2004 12:13PM

NO.949 P.6

Fax Audit No. B04000050982.3

STATE OF FLORIDA )  
 ) ss  
COUNTY OF DUVAL )

The foregoing instrument was acknowledged before me this \_\_\_\_ day of March 2004, by Stephen W. Solomon, the Vice President of The St. Joe Company, a Florida corporation, the sole member of Riverside Corporate Center, L.L.C., a Florida limited liability company, on behalf of the corporation acting on behalf of the limited liability company, who (notary must check applicable box):

- ☐ is/are personally known to me.  
☐ produced a current Florida driver's license as identification.  
☐ produced \_\_\_\_\_ as identification.

(Notary Seal must be affixed)

\_\_\_\_\_  
Signature of Notary

\_\_\_\_\_  
Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): \_\_\_\_\_

My Commission Expires (if not legible on seal): \_\_\_\_\_

STATE OF ARIZONA )  
 ) ss  
COUNTY OF MARICOPA )

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of March, 2004, by Karin A. Church, Vice President of Strategic Property Investments, Inc., a Delaware corporation, the Manager of SPI Development X LLC, a Delaware limited liability company which is the owner of SPI Riverside Corporate Center LLC, a Delaware limited liability company, on behalf of the corporation acting on behalf of the limited liability companies, who: (notary must check applicable box):

- ☐ is/are personally known to me.  
☐ produced a current \_\_\_\_\_ driver's license as identification.  
☐ produced \_\_\_\_\_ as identification.

(Notary Seal must be affixed)



Notary Public State of Arizona  
Maricopa County  
Shannon McGinley  
Expires April 30, 2005

\_\_\_\_\_  
Signature of Notary

\_\_\_\_\_  
Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): 212782

My Commission Expires (if not legible on seal): \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FL 32304

APPROVED  
AND  
FILED

[Page 4 of 4 Signature Pages]

Fax Audit No. H04000050982 3

**PLAN AND AGREEMENT OF MERGER**

This Agreement, dated as of March 9, 2004, between Riverside Corporate Center, L.L.C., a Florida limited liability company (the "Surviving LLC") and SPI Riverside Corporate Center 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 Twenty-three Million Nine Hundred Sixty-six Thousand One Hundred Ninety-two and 84/100 Dollars (\$23,966,192.84) 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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TALLAHASSEE, FLORIDA

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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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TALLAHASSEE, FLORIDAAPPROVED  
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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	245 Riverside Avenue, Suite 500 Jacksonville, FL 32202
Stephen W. Solomon	245 Riverside Avenue, Suite 500 Jacksonville, FL 32202
Bradford A. Slappey	245 Riverside Avenue, Suite 500 Jacksonville, FL 32202

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:  
 RIVERSIDE CORPORATE CENTER, 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 RIVERSIDE CORPORATE CENTER 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: Karin A. Church  
 Name: Karin A. Church  
 Title: Vice President

[Page 2 of 2 Signature Pages]

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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	245 Riverside Avenue, Suite 500 Jacksonville, FL 32202
Stephen W. Solomon	245 Riverside Avenue, Suite 500 Jacksonville, FL 32202
Bradford A. Slappy	245 Riverside Avenue, Suite 500 Jacksonville, FL 32202

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:**  
 RIVERSIDE CORPORATE CENTER, 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 RIVERSIDE CORPORATE CENTER 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

[Page 1 of 2 Signature Pages]

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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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