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MERGER OR SHARE EXCHANGE

MEADOW POINTE EAST FLORIDA, LLC

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING:

MEADOW POINTE EAST, LLC A DELAWARE ENTITY

INTO

MEADOW POINTE EAST FLORIDA, LLC, a Florida entity, L01000017428

File date: November 27, 2001

Corporate Specialist: Agnes Lunt

FILED
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TALLAHASSEE, FLORIDA
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
MEADOW POINTE EAST, LLC, A DELAWARE LIMITED LIABILITY COMPANY
AND
MEADOW POINTE EAST FLORIDA, LLC, A FLORIDA LIMITED LIABILITY COMPANY**

Meadow Pointe East, LLC, a Delaware limited liability company and Meadow Pointe East Florida, LLC, a Florida limited liability company hereby execute and deliver the following Articles of Merger pursuant to Section 608.4382, Florida Statutes:

**ARTICLE 1
Plan of Merger**

The Plan of Merger is set forth in Exhibit "A" to these Articles of Merger and is incorporated herein by reference. The surviving entity after the merger shall be Meadow Pointe East Florida, LLC, a Florida limited liability company.

**ARTICLE 2
Statement of Approval**

The Plan of Merger has been approved by each of the undersigned limited liability companies in accordance with the provisions of the Delaware Limited Liability Company Act and the Florida Limited Liability Company Act. The Plan of Merger is on file at the offices of the surviving entity, whose address is: 15436 N. Florida Avenue, Suite 200, Tampa, Florida 33613. A copy of the Plan of Merger will be furnished by the surviving entity on request and without cost, to any member of the entities who are subject to the Plan of Merger.

**ARTICLE 3
Effective Date of Merger**

The effective date of the merger is the date of the filing of these Articles of Merger with the Secretary of State of Florida.

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IN WITNESS WHEREOF, the undersigned members have executed these Articles of Merger for the uses and purposes therein stated as of October 11, 2001.

MEADOW POINTE EAST, LLC, a Delaware limited liability company

By: CLEARWATER BAY ASSOCIATES, INC., a Florida corporation, Member

By: 
Its: PRESIDENT

By: CCOS FLORIDA LIMITED, LLLP, a Florida limited liability limited partnership, Member

By: Arreis, Inc., a Florida corporation, general partner

By: 
Thomas H. Gray, Vice President

MEADOW POINTE EAST FLORIDA, LLC, a Florida limited liability company

By: CLEARWATER BAY ASSOCIATES, INC., a Florida corporation, Member

By: 
Its: PRESIDENT

By: CCOS FLORIDA LIMITED, LLLP, a Florida limited liability limited partnership, Member

By: Arreis, Inc., a Florida corporation, general partner

By: 
Thomas H. Gray, Vice President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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EXHIBIT "A"

**PLAN OF MERGER
OF**

MEADOW POINTE EAST, LLC, A DELAWARE LIMITED LIABILITY COMPANY

AND

MEADOW POINTE EAST FLORIDA, LLC, A FLORIDA LIMITED LIABILITY COMPANY

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SECRET
TALLAHASSEE, FLORIDA

The following instrument constitutes the Plan of Merger of Meadow Pointe East, LLC, a Delaware limited liability company and Meadow Pointe East Florida, LLC, a Florida limited liability company, created pursuant to the provisions of Section 608.438, Florida Statutes and hereafter shall be deemed the "Plan of Merger" in accordance with the Florida Limited Liability Company Act:

a. The following entities agree to merge into a single Florida limited liability company: Meadow Pointe East, LLC, a Delaware limited liability company and Meadow Pointe East Florida, LLC, a Florida limited liability company. After the merger, the surviving entity shall be Meadow Pointe East Florida, LLC.

b. The terms and conditions of the merger are as follows: upon the acquisition by Clearwater Bay Associates, Inc. and CCOS Florida Limited LLLP of 100% of the outstanding membership interests of Meadow Pointe East, LLC, a Delaware limited liability company from Boothe Financial Corporation, Meadow Pointe East LLC shall be merged with Meadow Pointe East Florida, LLC. The parties shall file a Articles of Merger with the Secretary of State of Florida and the Secretary of State of Delaware, whereupon the merger shall be effective and the surviving entity shall be the Florida limited liability company.

c. The manner of converting the interests of members of each existing limited liability company into interest in the surviving entity are as follows: each member of Meadow Pointe East, LLC owns a 50% interest in the Delaware LLC and each member of Meadow Pointe East Florida, LLC owns a 50% interest in the Florida LLC. After the merger the membership interests in Meadow Pointe East, LLC will be converted into membership interests of Meadow Pointe East Florida, LLC and each member of the surviving LLC shall own a 50% interest in the surviving entity.

d. The surviving entity shall be managed by a board of managers, who are designated as follows:

Lee E. Arnold, Jr., whose address is: 121 North Osceola Avenue, Clearwater, FL 33755.

Thomas H. Gray, whose address is: 15436 N. Florida Avenue, Suite 200, Tampa, Florida 33613.

e. The surviving entity adopted an Operating Agreement dated September 20, 2001. This Operating Agreement shall govern the operations of the surviving entity.

f. The effective date of the merger shall be the date the Articles of Merger are filed with the Secretary of State of Florida.

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