

Division of Corporations

Page 1 of 2

**L01000021571****Florida Department of State**

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 205-0380

From:

Account Name : MCGUIRE, WOODS, BAITLE &amp; BOOTHE LLP

Account Number : 071075000166

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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE****VESTCOR PARTNERS XXVIII, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$87.50

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**ARTICLES OF MERGER  
OF  
VESTCOR PARTNERS XXVIII, INC.  
WITH AND INTO  
VESTCOR PARTNERS XXVIII, LLC**

The following Articles of Merger are being submitted in accordance with sections 607.1109 and 608.4382, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Vestcor Partners XXVIII, Inc. 3020 Hartley Road, Suite 300 Jacksonville, Florida 32257	Florida	Corporation

Florida Document/  
Registration Number: P00000090155

FEI Number: 59-367533

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

Vestcor Partners XXVIII, LLC  
3020 Hartley Road, Suite 300  
Jacksonville, FL 32257

Florida Document/Registration Number: L01000021571 FEI Number: Applied for

**THIRD:** The attached Plan of Merger meets the requirements of sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

**FOURTH:** The merger is permitted under the laws of Florida and is not prohibited by the operating agreement or articles of organization of the limited liability company that is a party to the merger.

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

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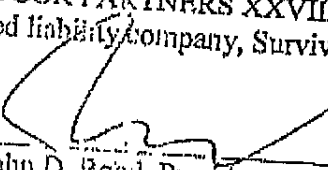
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SIXTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

VESTCOR PARTNERS XXVIII, INC.,  
a Florida corporation

By:   
John D. Rood, President

VESTCOR PARTNERS XXVIII, LLC, a Florida  
limited liability company, Surviving Entity

By:   
John D. Rood, President

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**PLAN OF MERGER  
BETWEEN  
VESTCOR PARTNERS XXVIII, INC.,  
a Florida corporation,  
AND**

**VESTCOR PARTNERS XXVIII, LLC, a Florida limited liability company**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with sections 607.1103, 607.1108 and 608.4381, Florida Statutes, is being filed in accordance with sections 607.1109 and 608.4382, Florida Statutes.

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

Name

Jurisdiction

Vestcor Partners XXVIII, Inc.

Florida

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

Name

Jurisdiction

Vestcor Partners XXVIII, LLC

Florida

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

- A. On the effective date of the merger, the separate existence of Vestcor Partners XXVIII, Inc. ("CORP") shall cease.
- B. The title to all real estate and other property, or any interest therein, owned by CORP is vested in Vestcor Partners XXVIII, LLC ("LLC") without reversion or impairment. LLC shall record a certified copy of the Articles of Merger in such counties in which CORP holds an interest in real property.
- C. LLC shall thereafter be responsible and liable for all the liabilities and obligations of CORP, including liabilities arising out of the rights of dissenters with respect to such merger under Florida law.
- D. Any claim existing or action or proceeding pending by or against CORP may be continued as if the merger did not occur or LLC may be substituted in the proceeding for CORP.
- E. Neither the rights of creditors nor any liens upon the property of CORP shall be impaired by such merger.

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- F. The Articles of Organization of LLC in effect immediately prior to the time the merger becomes effective shall continue to be the Articles of Organization of LLC following the effective date of the merger.
- G. The Operating Agreement of LLC in effect immediately prior to the time the merger becomes effective shall continue to be its Operating Agreement following the effective date of the merger.
- H. The members and the officers of the LLC on the effective date of the merger shall continue to be the members and officers of the LLC following the effective date of the merger.
- I. This Plan of Merger shall be submitted for the approval of the shareholder of CORP and the members of LLC in the manner provided by the applicable laws of the State of Florida.
- J. The effective date of this merger shall be the date when Articles of Merger are filed by the Florida Department of State.
- K. Subject to applicable law, this Plan of Merger may be amended, modified or supplemented by written agreement of the parties hereto at any time prior to the effective date with respect to any of the terms contained herein. At any time prior to the effective date, this Plan of Merger may be terminated and the merger may be abandoned by the Board of Directors of the CORP or the members of the LLC, or both, in their sole discretion and notwithstanding approval of this agreement by the shareholders of the CORP or the members of the LLC.

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TALLAHASSEE, FLORIDA**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the surviving party, in whole or in part, into cash or other property are as follows:
1. The shares of CORP Common Stock which shall be outstanding immediately prior to the effective date shall at the effective date, by virtue of the merger and without any action on the part of the holder thereof, be deemed terminated.
  2. The stock transfer books of CORP shall be closed as of the close of business on the effective date and no transfer of record of any of the CORP Common Stock shall take place thereafter.

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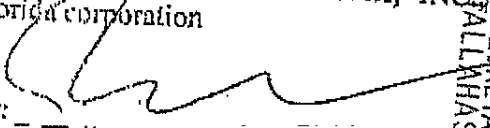
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3. Any rights (if any) to acquire interests, shares, obligations or other securities of CORP as of the effective date, by virtue of the merger and without any action by any party or holder, shall be deemed terminated.


FIFTH: LLC is to be manager managed. The manager's name and address are as follows:

Vestcor, Inc.  
3020 Hartley Road, Suite 300  
Jacksonville, Florida 32257

VESTCOR PARTNERS XXVIII, INC.  
Florida corporation

By:   
John D. Rood, President

VESTCOR PARTNERS XXVIII, LLC  
Florida limited liability company,

By:   
John D. Rood, President

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

VESTCOR PARTNERS XXVIII, INC. a Florida entity P00000090155.

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into

**VESTCOR PARTNERS XXVIII, LLC**, a Florida entity L01000021571

File date: December 17, 2001

Corporate Specialist: Tammi Cline