

**LO2000005207**

**Florida Department of State  
Division of Corporations  
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**To:**

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

**From:**

Account Name : RICHARDS, GILKEY, FITE, SLAUGHTER, PRATESI & WARD, P.  
Account Number : 075350000244  
Phone : (727)443-3281  
Fax Number : (727)446-3741

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06 DEC 29 AM 9:11

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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**JUMBO PROPERTIES, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$113.75

1-207  
*[Signature]*

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12-20-08 12:31pm From: RICHARDS GILKEY ATTYS

727-447-8830

T-323 P.02 F-076

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** JUMBO PROPERTIES, LLC

(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

R. Carlton Ward

(Contact Person)

Richards, Gilkey, Fite, Slaughter, Pratesi & Ward

(Firm/Company)

1253 Park Street

(Address)

Clearwater, Florida 33756

(City, State and Zip Code)

For further information concerning this matter, please call:

R. Carlton Ward

(Name of Contact Person)

at ( 727 ) 443-3281

(Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$30.00

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

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12-29-06 12:31pm From: RICHARDS GILKEY ATTYS

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T-323 P. 03/07 F-076

**CERTIFICATE OF MERGER  
OF  
O & B PROPERTY MANAGEMENT, LLC ("Acquired Company")  
INTO  
JUMBO PROPERTIES, LLC ("Surviving Company")**

The following Certificate of Merger is submitted in accordance with Florida Statute 608.4382.

**First:** The name, jurisdiction and document number of the Surviving Company:

<u>NAME</u>	<u>JURISDICTION</u>	<u>DOCUMENT NO.</u>
Jumbo Properties, LLC	Florida	LO2000005207

**Second:** The name, jurisdiction and document number of the Acquired Company:

<u>NAME</u>	<u>JURISDICTION</u>	<u>DOCUMENT NO.</u>
O & B Property Management, LLC	Florida	LO2000003526

**Third:** The Plan of Merger that was approved by the Acquired Company and the Surviving Company is attached..

**Fourth:** The merger shall become effective on the date the Certificate of Merger is filed with the Florida Department of State.

**Fifth:** Adoption of Merger by the Surviving Company.

The Plan of Merger was approved by a majority of the members of the Surviving Company on the 29th day of March, 2006.

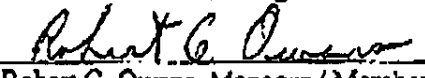
**Sixth:** Adoption of Merger by the Acquired Company.

The Plan of Merger was approved by a majority of the members of the Acquired Company on the 29th day of December, 2006


**Seventh:** Signatures for each company.

**"SURVIVING COMPANY"**  
JUMBO PROPERTIES, LLC

  
Richard H. Owens, Manager / Member

  
Robert G. Owens, Manager / Member

**"ACQUIRED COMPANY"**  
O & B PROPERTY MANAGEMENT LLC

  
Richard H. Owens, Sole Manager / Member

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**PLAN OF MERGER**

THIS PLAN OF MERGER dated this 27 day of Dec., 2006 pursuant to Florida Chapters 608.438, 608.4381 through 608.4383, of the general laws of the State of Florida, between O & B PROPERTY MANAGEMENT, LLC, a Florida limited liability company, hereinafter referred to as the "Acquired Company" and JUMBO PROPERTIES, LLC, a Florida limited liability company, hereinafter referred to as the "Surviving Company".

**WITNESSETH:**

WHEREAS, the two (2) constituent companies desire to enter into this Plan of Merger for the purpose of merging them into one of such companies; and

WHEREAS, the Acquired Company, by its Certificate of Organization which was filed in the offices of the Secretary of State, State of Florida, on the 12<sup>th</sup> day of February, 2002, is a member-managed company; and

WHEREAS, the Surviving Company by its Certificate of Organization which was filed in the offices of the Secretary of State, State of Florida, on the 27<sup>th</sup> day of February, 2002, is a member-managed company; and

WHEREAS, the registered office of the Surviving Company, in the State of Florida, is located at 13901 Lynmar Blvd, Tampa, Florida 33626, and the name of the registered agent at such address is Richard H. Owens.

WHEREAS, the registered office of the Acquired Company, in the State of Florida, is located at 13901 Lynmar Blvd, Tampa, Florida 33626, and the name of the registered agent at such address is Richard H. Owens.

NOW, THEREFORE, the parties to this Plan of Merger in consideration of mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger as follows:

1. The Acquired Company hereby merges itself into the Surviving Company.
2. The Articles of Organization of the Surviving Company, which are in effect on the date of the merger provided for in this Plan of Merger, shall continue in full force and effect as the Articles of Organization of the Surviving Company.
3. The Operating Agreement of the Surviving Company, as amended, which is in effect on the date of the merger provided for in this Plan of Merger, shall continue in full force and effect as the Operating Agreement of the Surviving Company.
4. The manner of converting the outstanding membership interests of the Acquired Company into membership interests of the Surviving Company shall be as follows:

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In that the sole member of the Acquired Company is also a member of the Surviving Company and said member is willing to keep the same proportion of ownership interest in the Surviving Company, and no exchange, issuance, conversion, or otherwise is necessary as relative to the membership interest of both companies. Therefore, the membership interest in the Surviving Company shall remain the same for the members as they were prior to the merger.

5. The member-managers of the Surviving Company shall remain in office as managers after the merger.
6. The merger shall become effective upon filing with the Secretary of State of the State of Florida. For accounting purposes, the effective date of the merger shall be simultaneous with filing with the Secretary of State of the State of Florida. The merger contemplated hereunder shall be treated as a pooling of interest and entry shall be made upon the books of the Surviving Company, as of the effective date, of the following:
  - (a) The assets and liabilities of the Acquired Company are to be transferred to and assumed by the surviving Company and shall be recorded at the amounts at which they are carried on the books of the Acquired Company immediately prior to the effective date of merger, with appropriate adjustments to reflect a retirement of the organization's membership interests of the Acquired Company.
  - (b) There shall be credited to the capital account the aggregate amount of paid in capital of all of the membership interests of the Surviving Company resulting from the conversion of the outstanding membership interests of the Acquired Company.
7. Upon the earlier of the merger becoming effective, or the effective date for accounting purposes if earlier, all property and assets of the Acquired Company of every kind and description shall be transferred to and invested into the Surviving Company without further act or deed, and said assets and property shall be effectively the property of the Surviving Company, as they were of the Acquired Company, and the Surviving Company, respectively. The Acquired Company agrees from time to time and when requested by the Surviving Company, or by its successor or assigns, to execute and deliver or cause to be executed and delivered all such deeds and other instruments and take or cause to be taken such further or other actions as the Surviving Company may deem necessary or desirable in order to vest in and conform to the Surviving Company title to and possession of any property and assets of the Acquired Company, acquired or to be acquired by reason of or as a result of the merger, and otherwise to carry out the intent and purpose hereof. The managing members of the Surviving Company and further the Acquired Company, are fully authorized in the names of their respective companies to take any and all such actions.

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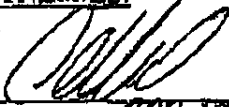
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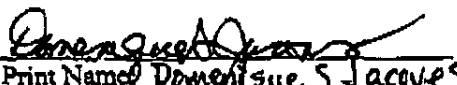
8. The Acquired Company hereby agrees that it may be served with process in the State of Florida, and any proceedings for the enforcement of any obligation of the Acquired Company, and in any proceedings for the enforcement of the rights of a dissenting member of the Acquired Company, and irrevocably appoints the Secretary of State of the State of Florida as its agent to accept service of process in any such proceedings.

9. The Surviving Company shall assume all of the liabilities of the Acquired Company.

IN WITNESS WHEREOF, the parties to this Plan of Merger, pursuant to the approval and authority duly given by resolutions adopted by their respective membership, have caused these presents to be executed by the managing members of each party hereto.


WITNESSES:


  
Print Name: CARLTON WARD

  
Print Name: Dominique S. Jacques

"SURVIVING COMPANY"

JUMBO PROPERTIES, LLC

  
Richard H. Owens, Manager / Member

  
Robert G. Owens, Manager / Member

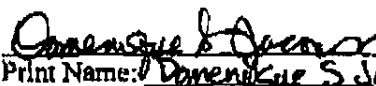
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TALLAHASSEE, FLORIDA

"ACQUIRED COMPANY"

O &amp; B PROPERTY MANAGEMENT, LLC

  
Richard H. Owens, Sole Manager / Member

  
Print Name: CARLTON WARD

  
Print Name: Dominique S. Jacques

STATE OF FLORIDA  
COUNTY OF PINELAS

The foregoing instrument was acknowledged before me this 29 day of December, 2006, By RICHARD H. OWENS, as Managing Member of the "Surviving Company" JUMBO PROPERTIES, LLC, a Florida limited liability company, on behalf of the company. He is ( ) personally known to me or has ( ) produced a Florida driver's license as identification.

STATE OF FLORIDA

Notary Public, State of Florida

Name: \_\_\_\_\_

Serial No. \_\_\_\_\_

Commission Expires \_\_\_\_\_



Carlton Ward

Commission # DD516556

Expires February 18, 2010

Notary Public, State of Florida

12-29-06 12:32pm From: RICHARDS GILKEY ATTYS

727-447-8830

T-323 P.07/07 1-078

## COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 29 day of December, 2006, By ROBERT G. OWENS, as Managing Member of the "Surviving Company" JUMBO PROPERTIES, LLC, a Florida limited liability company, on behalf of the company. He is (☒) personally known to me or has (☐) produced a Florida driver's license as identification.

  
Notary Public, State of Florida

Name: \_\_\_\_\_


Serial No.: \_\_\_\_\_

Commission Expires **Carlton Ward**

Commission # DD515556  
Expires February 18, 2010  
Notary Public, State of Florida

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 29 day of December, 2006, By RICHARD H. OWENS, as Sole Managing Member of the "Acquired Company" O & B PROPERTY MANAGEMENT, LLC, a Florida limited liability company, on behalf of the company. He is (☒) personally known to me or has (☐) produced a Florida driver's license as identification.

  
Notary Public, State of Florida

Name: \_\_\_\_\_

Serial No.: \_\_\_\_\_

Commission Expires **Carlton Ward**

Commission # DD515556  
Expires February 18, 2010  
Notary Public, State of Florida

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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