



# LO2000008641

ACCOUNT NO. : 072100000032

REFERENCE : 603000 4354379

AUTHORIZATION :

*Patricia Pigott*

COST LIMIT : \$ 80.00

FILED  
02 MAY 31 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : May 30, 2002

ORDER TIME : 2:24 PM

ORDER NO. : 603000-005

CUSTOMER NO: 4354379

CUSTOMER: Valerie R. Hodge, Legal Asst  
Foley & Lardner  
The Greenleaf Building  
200 Laura Street  
Jacksonville, FL 32202-3527

RECEIVED  
02 MAY 31 PM 3:01  
DEPARTMENT OF STATE  
OFFICE OF SECRETARY  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

ST. JOE/CNL LEGACY TRUST

INTO

600005663206--4

MILLENIA PARK ONE, L.L.C.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 1156  
EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

ST. JOE/CNL LEGACY TRUST A DELAWARE ENTITY

INTO

**MILLENIA PARK ONE, L.L.C.**, a Florida entity, L02000008641

File date: May 31, 2002

Corporate Specialist: Agnes Lunt

Account number: 072100000032

Amount charged: 80.00

Prepared by and Return to:

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

**ARTICLES OF MERGER OF  
ST. JOE/CNL LEGACY TRUST,  
a Delaware business trust  
INTO  
MILLENNIA PARK ONE, L.L.C.,  
a Florida limited liability company**

FILED  
02 MAY 31 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 12, Section 3815 of the Delaware Business Trust 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>
St. Joe/CNL Legacy Trust	Delaware
Millenia Park One, L.L.C.	Florida

2. A Plan and Agreement of Merger (the "Plan") has been approved and executed by Millenia Park One, L.L.C. (the "Surviving LLC"), in accordance with Sections 608.438 and 608.4382 of the Florida Act, and by St. Joe/CNL Legacy Trust (the "Merging Trust"), in accordance with Section 3815, Title 12 of the Delaware Code.

3. The Surviving LLC has obtained the written consent of a majority-in-interest of its members in accordance with Section 608.4381 of the Florida Act.

MAY.29.2002 6:55PM

NO.980 P.4/10

May-29-2002 04:03pm From-FIRST UNION TRUST

302-888-7544

T-989 P.004/008 F-809

4. The name of the Surviving LLC is Millenia Park One, L.L.C., a Florida limited liability company

5. The merger shall be effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida.

6. 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: 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207.

IN WITNESS WHEREOF, the Surviving LLC and the Merging Trust have each caused these Articles of Merger to be executed by its authorized representative, as of the 28 day of May, 2002.

Witnesses:

Emerson M. Lopez  
[Print or Type Name]

Sandra E. Salter  
[Print or Type Name]

Witnesses:

Amy L. Martin  
[Print or Type Name]

Rita Marie Ritrovato  
[Print or Type Name]

#### The Surviving LLC

MILLENNIA PARK ONE, L.L.C.,  
a Florida limited liability company  
By The St. Joe Company, its  
sole member

By: Michael W. Rehan  
Name: Michael W. Rehan  
Title: Vice President

#### The Merging Trust

ST. JOE/CNL LEGACY TRUST,  
a Delaware business trust  
By: WACHOVIA TRUST COMPANY,  
NATIONAL ASSOCIATION, not in  
its individual capacity but solely as  
trustee

By: Sterling C. Correia  
Name: STERLING C. CORREIA  
Title: VICE PRESIDENT

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02 MAY 31 AM 11:55  
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TALLAHASSEE, FLORIDA

MAY.29.2002 6:55PM

NO.980 P.5/10

May-29-2002 04:03pm From-FIRST UNION TRUST

302-888-7544

T-868 P.005/008 F-803

STATE OF FLORIDA )  
 ) ss  
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 28 day of May, 2002, by MICHAEL N. REGAN, \* of Millenia Park One, L.L.C., a Florida limited liability company, who is personally known to me or has produced as identification. \* Vice President of The St. Joe Company, the sole member



Emerson M. Lotzia  
NOTARY PUBLIC, State of Florida

Print Name: EMERSON M. LOTZIA

My Commission Expires: \_\_\_\_\_

STATE OF DELAWARE )  
 ) ss  
COUNTY OF NEWCASTLE )

The foregoing instrument was acknowledged before me this 29th day of May, 2002, by Sheryl Coercia, Vice President of Wachovia Trust Company, National Association, not in its individual capacity but solely as trustee, who is personally known to me or has produced \_\_\_\_\_ as identification.

Sheri M. Robinson

NOTARY PUBLIC, State of Delaware

Print Name: Sheri M. Robinson

My Commission Expires: \_\_\_\_\_

NOTARIAL SEAL  
SHERI M. ROBINSON, NOTARY PUBLIC  
STATE OF DELAWARE  
Date of Appointment: 10-09-00  
My Commission Expires: October 9, 2004

## PLAN AND AGREEMENT OF MERGER

This Agreement, dated as of May 28, 2002, between Millenia Park One, L.L.C., a Florida limited liability company (the "Surviving LLC") and St. Joe/CNL Legacy Trust, a Delaware business trust (the "Merging Trust").

### WITNESSETH:

**WHEREAS**, the Merging Trust and the Surviving LLC deem it advisable, upon the terms and subject to the conditions set forth herein, that the Merging Trust 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 Trust 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 beneficial interests in the Merging Trust 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 consideration payable pursuant to the Millenia Purchase Agreement for Real Property and Escrow Instructions Between Millenia Park One, L.L.C., as Buyer, and St. Joe/CNL Legacy Point I, Ltd., as Seller (the "Merger Consideration").

1.3 Each holder of a trust certificate or certificates representing outstanding beneficial interests in the Merging Trust 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 certificates of merger filed with the Secretary of State of the State of Delaware and the Secretary of State of the State of Florida, herein sometimes referred to as the "effective date of the merger."

FILED  
MAY 31 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
MAY 31 AM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### 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 Business Trust 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 Trust shall vest in the Surviving LLC, and all debts, liabilities, duties and obligations of the Merging Trust 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 certificates of merger with the Secretary of State of the State of Delaware and the Secretary of State of the State of Florida, this Agreement may be amended by the Surviving LLC and the Merging Trust to the extent permitted by Delaware and Florida law.

4.2 At any time prior to the filing of the certificates of merger with the Secretary of State of the State of Delaware and the Secretary of State of the State of Florida, this Agreement may be terminated and abandoned by the Surviving LLC and the Merging Trust.

### 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 Trust, the President or Vice President of the Surviving LLC is fully authorized, in the name of the Merging Trust or otherwise, to take all such lawful and necessary action.

## Section 6

Management of Surviving LLC

6.1 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	1650 Prudential Drive, Suite 400 Jacksonville, FL 32207
Jeffrey S. Gortlieb	1650 Prudential Drive, Suite 400 Jacksonville, FL 32207
Dawn H. Wright	1650 Prudential Drive, Suite 400 Jacksonville, FL 32207
Stephen W. Solomon	1650 Prudential Drive, Suite 400 Jacksonville, FL 32207
Bradford A. Slappey	1650 Prudential Drive, Suite 400 Jacksonville, FL 32207

IN WITNESS WHEREOF, the Surviving LLC and the Merging Trust have each caused this Agreement to be executed by its authorized representative, all as of the date first above written.

## The Surviving LLC:

MILLENNIA PARK ONE, L.L.C.,  
a Florida limited liability company

By: *Michael N. Regan*  
Name: Michael N. Regan  
Title: Vice President

## The Merging Trust:

ST. JOE/CNL LEGACY TRUST,  
a Delaware business trust

By: WACHOVIA TRUST COMPANY,  
NATIONAL ASSOCIATION, not in its individual  
capacity but solely as trustee

By: *Sterling C. Correia*  
Name: STERLING C. CORREIA  
Title: VICE PRESIDENT

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TALLAHASSEE, FLORIDA