

LO2 000034569

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE  
SOUTHEAST COMMUNITY PROPERTIES, LLC

Certificate of Status	1
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Page Count	04
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130.00

LO2-34569  
QR



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

December 27, 2002

SOUTHEAST COMMUNITY PROPERTIES, LLC  
2336 S. EAST OCEAN BOULEVARD, #366  
STUART, FL 34996

SUBJECT: SOUTHEAST COMMUNITY PROPERTIES, LLC  
REF: L02000034569

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline  
Document Specialist

FAX Aud. #: H02000241272  
Letter Number: 702A00067537

**ARTICLES OF MERGER  
AMONG  
SOUTHEAST COMMUNITY DEVELOPMENT CORP.  
A FLORIDA CORPORATION,  
SOUTHEAST COMMUNITY PROPERTIES, INC.,  
A FLORIDA CORPORATION,  
AND  
SOUTHEAST COMMUNITY PROPERTIES, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY**

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, entity type, Florida Document Number and FEIN for each merging party are as follows:

Southeast Community Development Corp.  
Address: #366, 2336 S. East Ocean Boulevard, Stuart, Florida 34996  
Jurisdiction: Florida  
Entity Type: Corporation  
Florida Document Number: 264220  
FEIN: 59-1477576

Southeast Community Properties, Inc.  
Address: #366, 2336 S. East Ocean Boulevard, Stuart, Florida 34996  
Jurisdiction: Florida  
Entity Type: Corporation  
Florida Document Number: P97000045225  
FEIN: 65-0859329

Southeast Community Properties, LLC  
Address: #366, 2336 S. East Ocean Boulevard, Stuart, Florida 34996  
Jurisdiction: Florida  
Entity Type: Limited Liability Company  
Florida Document Number: L02000034569  
FEIN: Applied For

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

Southeast Community Properties, LLC  
Address: #366, 2336 S. East Ocean Boulevard, Stuart, Florida 34996  
Jurisdiction: Florida  
Entity Type: Limited Liability Company  
Florida Document Number: L02000034569  
FEIN: 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 respective laws of all applicable jurisdictions and is not prohibited by the Articles of Incorporation or Articles of Organization of any corporation or limited liability company that is a party to the merger.

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ALLIANCE, FLORIDA

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**FIFTH:** The merger shall become effective as of January 1, 2003.

Dated: December 20, 2002.

SOUTHEAST COMMUNITY DEVELOPMENT CORP.

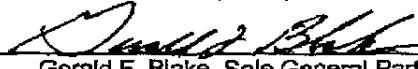
By:   
Gerald F. Blake, President

SOUTHEAST COMMUNITY PROPERTIES, INC.

By:   
Gerald F. Blake, President

SOUTHEAST COMMUNITY PROPERTIES, LLC.

By: GERALD F. BLAKE, LTD., Sole Member

By:   
Gerald F. Blake, Sole General Partner

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**PLAN OF MERGER  
OF  
SOUTHEAST COMMUNITY DEVELOPMENT CORP.,  
A FLORIDA CORPORATION,  
AND  
SOUTHEAST COMMUNITY PROPERTIES, INC.  
INTO  
SOUTHEAST COMMUNITY PROPERTIES, 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 and 608.4381, Florida Statutes, is being submitted in accordance with Sections 607.1108 and 608.438, Florida Statutes.

**FIRST:** The name and state of incorporation of each of the constituent companies (the "Constituent Entities") of the merger (the "Merger") is as follows:

NAME	STATE OF INCORPORATION
Southeast Community Development Corp. #366, 2336 S. East Ocean Boulevard Stuart, Florida 34996	Florida
Southeast Community Properties, Inc. #366, 2336 S. East Ocean Boulevard Stuart, Florida 34496	Florida
Southeast Community Properties, LLC #366, 2336 S. East Ocean Boulevard Stuart, Florida 34996	Florida

**SECOND:** The surviving entity of the Merger is Southeast Community Properties, LLC, a Florida limited liability company (the "Surviving Entity").

**THIRD:** The merger shall be effective as of January 1, 2003 (the "Effective Time").

**FOURTH:** The terms and conditions of the Merger and the manner and basis of converting the shares of the Constituent Entities is as follows:

(a) Corporate Existence

(1) From and after the Effective Time, Southeast Community Properties, LLC (A Surviving Entity) as the Surviving Entity shall continue its existence as a Florida limited liability company and (i) it shall thereupon and thereafter possess all rights, privileges, powers, franchises and property (real, personal and mixed) of each of the Constituent Entities; (ii) all debts due to either of the Constituent Entities, on whatever account, all causes in action and all other things belonging to either of the Constituent Entities shall be taken and deemed to be transferred to and shall be vested in the Surviving Entity by virtue of the Merger without further act or deed; (iii) the title to any real estate vested by deed or otherwise, under the laws of any jurisdiction, in either of the Constituent Entities, shall not revert or be in any way impaired by reason of the Merger; and (iv) all rights of creditors and all liens upon any property of any of the Constituent Entities shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent

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TALLAHASSEE, FLORIDA

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Entities shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Entity.

(2) From and after the Effective Time, (i) the Articles of Organization and Operating Agreement of the Surviving Entity, as existing immediately prior to the Effective Time, shall be the Articles of Organization and Operating Agreement of the Surviving Entity subject to amendments adopted herein, if any, and any subsequent amendments; and (ii) the members of the Surviving Entity holding office immediately prior to the Effective Time shall be the members of the Surviving Entity, each to serve subject to the Surviving Entity's Articles of Organization and Operating Agreement.

(b) Conversion of Securities

Each share of Southeast Community Development Corp. and Southeast Community Properties, Inc. common stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to exist. Each membership interest of the Surviving Entity issued and outstanding upon the Effective Time, shall remain issued and outstanding as in effect immediately prior to the Merger.

Dated: December 20, 2002.

SOUTHEAST COMMUNITY DEVELOPMENT CORP.,  
a Florida corporation

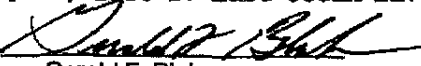
By:   
Gerald F. Blake, President

SOUTHEAST COMMUNITY PROPERTIES, INC.  
a Florida corporation

By:   
Gerald F. Blake, President

SOUTHEAST COMMUNITY PROPERTIES, LLC,  
a Florida limited liability company

By: GERALD F. BLAKE, LTD., Sole Member / Manager  
#366, 2336 S. East Ocean Blvd., Stuart, FL 34996

By:   
Gerald F. Blake,  
General Partner

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

SOUTHEAST COMMUNITY DEVELOPMENT CORP., a Florida entity, 264220  
and SOUTHEAST COMMUNITY PROPERTIES, INC., a Florida entity,  
P97000045225

INTO

SOUTHEAST COMMUNITY PROPERTIES, LLC, a Florida entity,  
L02000034569

File date: December 27, 2002

Corporate Specialist: Tammi Cline