

W03000010196

00789-02710-00671

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

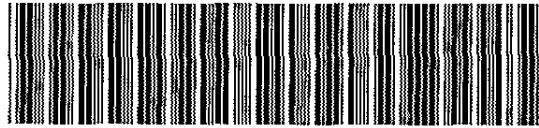
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

4/11 eff 4/11  
merger  
W03-10196

Office Use Only



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04/11/03--01039--004 \*\*60.00

RECEIVED  
03 APR 11 AM 10:54  
STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
03 APR 11 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CT CORPORATION SYSTEM**

April 11, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 5828557 SO  
Customer Reference 1: 907-50-18  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

*Thank-You,  
M.S.*

Haines City Fla Commercial Properties Development Corporation (FL)  
Merger (Discontinuing Company)  
Florida

Haines City, Fla., Commercial Properties Development Company, LLC (FL)  
Merger (Survivor)  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

HAINES CITY, FLA., COMMERCIAL PROPERTIES DEVELOPMENT  
CORPORATION, 297039, A FLORIDA CORPORATION

into

HAINES CITY, FLA., COMMERCIAL PROPERTIES DEVELOPMENT  
COMPANY, LLC, a Florida entity L03000010196

File date: April 11, 2003 , effective April 11, 2003

Corporate Specialist: Michelle Hodges

**ARTICLES OF MERGER  
OF  
HAINES CITY, FLA.,  
COMMERCIAL PROPERTIES DEVELOPMENT COMPANY, LLC  
AND  
HAINES CITY, FLA.,  
COMMERCIAL PROPERTIES DEVELOPMENT CORPORATION**

**FILED**  
03 APR 11 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida R.S. 608.4382, these articles of merger are hereby adopted dated this 7th day of April, 2003, by and between Haines City, Fla., Commercial Properties Development Company, LLC, a Florida limited liability company, and Haines City, Fla., Commercial Properties Development Corporation, a Florida corporation.

1. The exact name, street address of its principal office, jurisdiction and entity type of the merging party is as follows:

Haines City, Fla., Commercial Properties Development Corporation, a Florida corporation with a principal office located at 5630 Bankers Avenue, Baton Rouge, Louisiana 70808, Florida document number is 297039 and federal tax identification number is 72-0644180.

2. The exact name, street address of its principal office, jurisdiction and entity type of the surviving party is as follows:

Haines City, Fla., Commercial Properties Development Company, LLC, a Florida limited liability company with a principal office located at 5630 Bankers Avenue, Baton Rouge, Louisiana 70808, Florida document number is L03000010196 and federal tax identification number is 72-6205334.

3. The Articles of Organization of Haines City, Fla., Commercial Properties Development Company, LLC are the Articles of Organization of the Corporation without amendment.

4. The effective date of the merger is the date of filing.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of the Company, located at 5551 Corporate Blvd., Baton Rouge, Louisiana 70808.

6. The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

7. The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 07.201, Florida Statute, and was approved by each domestic corporation,

limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

8. The attached Plan of Merger has been approved by all other business entities that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.
9. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

IN WITNESS WHEREOF, these Articles of Merger have been executed by Haines City, Fla., Commercial Properties Development Company, LLC, a Florida limited liability company, and Haines City, Fla., Commercial Properties Development Corporation, a Florida corporation, as of the date and year first above written.

**HAINES CITY, FLA., COMMERCIAL  
PROPERTIES DEVELOPMENT  
CORPORATION**, a Florida corporation

By: 

C. Cammack Morton, Its Sole Director

**HAINES CITY, FLA., COMMERCIAL  
PROPERTIES DEVELOPMENT COMPANY,  
LLC**, a Florida limited liability company

By: **Haines City, Fla., Commercial Properties  
Development Corporation**, a Florida corporation  
Its: Sole Member

By: 

C. Cammack Morton, Its Sole Director

## **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") dated this 7<sup>th</sup> day of April 2003, between Haines City, Fla., Commercial Properties Development Corporation., a Florida corporation (the "Corporation") and Haines City, Fla., Commercial Properties Development Company, LLC a Florida limited liability company (the "Company").

### **WITNESSETH:**

Whereas, the Corporation is a corporation duly organized and existing under the laws of the State of Florida, having been formed on the 23rd day of September, 1965 and

Whereas, the Company is a limited liability company duly organized and existing under the laws of the State of Florida, having been formed on the 21st day of March, 2003; and

Whereas, the Board of Directors and The Succession of Wilbur Marvin, the sole shareholder of the Corporation consider it advisable and to the advantage of and in the best interests of the Corporation and its shareholder that the Corporation be merged into the Company; and

Whereas, the Company, through its sole Member, considers it advisable and to the advantage and in the best interest of the Company and its member that the Corporation be merged into the Company;

Now, therefore, the Corporation and the Company have agreed and do hereby agree with each other that the Corporation shall be, and it is hereby, merged into the Company in accordance with the provisions of Section 607.1108, 608.438 of the Florida Limited Liability Company Act, and do hereby agree upon and prescribe the terms and conditions of the merger and of carrying it into effect, as follows:

### **I.**

The exact name and jurisdiction of the merging party is: Haines City, Fla., Commercial Properties Development Corporation, a Florida corporation.

### **II.**

The exact name and jurisdiction of the surviving party is: Haines City, Fla., Commercial Properties Development Company, LLC a Florida limited liability company.

### **III.**

The terms and conditions of the merger are as follows:

3.1 At the effective time of the merger, by virtue of the merger, and upon the consent of the Company, all of the outstanding shares of capital stock of the Corporation, being the one hundred (100) shares of common stock of No Par Value, certificate number 5, now held by the Company, shall be canceled.

3.2 The Articles of Organization and the Operating Agreement of the Company, as they shall exist on the effective date of the merger described herein, shall be the Articles of Organization and the Operating Agreement of the Corporation until altered, amended or repealed as therein provided.

3.3 Upon merger, The Succession of Wilbur Marvin, the sole shareholder of the Corporation, shall become the managing member of the Company and shall continue to be the managing member until it resigns, becomes disabled, dies, is liquidated, or is removed by the vote of the holders of an eighty (80%) percent majority of the membership interest of the Company.

3.4 The Company shall pay all the expenses of carrying this Agreement into effect and of accomplishing the merger.

3.5 If, at any time, the Company shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest in the Company, according to the terms hereof, the title to any property or rights of the Corporation, the proper officers and directors of the Corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Company, and otherwise to carry out the purposes of this Agreement and Plan of Merger.

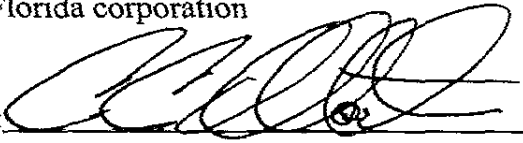
3.6 The registered office and registered agent of the Company in the State of Florida shall remain at CT Corporation, 1200 South Pine Island Road, Plantation, Florida 33324.

3.7 The effective date of merger shall be upon filing.

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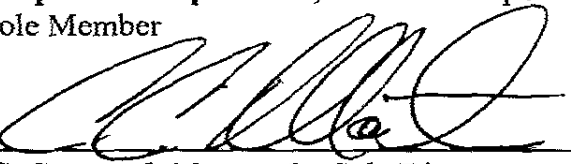
IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the Corporation and the Company as of the date and year first above written.

**HAINES CITY, FLA., COMMERCIAL  
PROPERTIES DEVELOPMENT CORPORATION,**  
a Florida corporation

By:   
C. Cammack Morton, President

**HAINES CITY, FLA., COMMERCIAL  
PROPERTIES DEVELOPMENT COMPANY, LLC,**  
a Florida limited liability company

And By: **Haines City, Fla., Commercial Properties  
Development Corporation,** a Florida corporation,  
Its Sole Member


By:   
C. Cammack Morton, Its Sole Director

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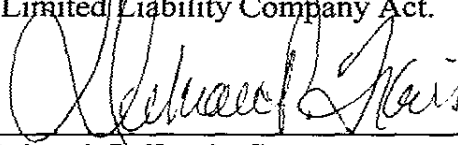
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### SECRETARIES' CERTIFICATIONS

I, the undersigned Secretary of Haines City, Fla., Commercial Properties Development Corporation, a Florida corporation, hereby certify that the foregoing Agreement and Plan of Merger has been adopted and approved by the board of directors and by the vote of its shareholders, pursuant to Florida Business Corporation Act.

  
\_\_\_\_\_  
Deborah P. Travis, Secretary

I, the undersigned Secretary of Haines City, Fla., Commercial Properties Development Company, LLC, a Florida limited liability company, hereby certify that the foregoing Agreement and Plan of Merger has been adopted and approved by its Manager and by the sole member of the Company pursuant to Florida Limited Liability Company Act.

  
\_\_\_\_\_  
Deborah P. Travis, Secretary