

LD3000012177

Cindy - Corpdirect
(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☒ PICK-UP ☐ WAIT ☐ MAIL

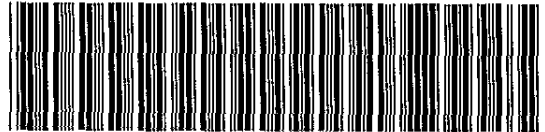
WMC DEP Buildings 2, LLC
(Business Entity Name)

(Document Number)

Certified Copies 1 Certificates of Status _____

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J. BRYAN: APP 2003

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY
DATE: 3-7-03
REF. #: 0171.14241

CORP. NAME: WMC OEP BULDINGS 2, LLC

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 1888 FOR \$ 910.00 ALSO TO BE APPLIED TO OTHER FILING.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$**_____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

WMC OEP BUILDINGS 2, LLC A FLORIDA ENTITY, L03000012164

,

INTO

WMC OEP BUILDINGS 1, LLC, a Florida limited liability company,
L03000012177

File date: April 7, 2003

Corporate Specialist: Joey Bryan

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Sections 608.438 and 608.4382, Florida Statutes.

FIRST: The exact name, street address of the 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>
WMC OEP Buildings 1, LLC 1065 Maitland Center Commons Blvd. Maitland, FL 32751	Florida L03000012177	limited liability company

WMC OEP Buildings 2, LLC 1065 Maitland Center Commons Blvd. Maitland, FL 32751	Florida L03000012164	limited liability company
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SECOND: The exact name, street address of the principal office, jurisdiction and entity of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
WMC OEP Buildings 1, LLC 1065 Maitland Center Commons Blvd. Maitland, FL 32751	Florida	limited liability company

THIRD: The attached Plan of Merger meets the requirements of Sections 608.438 and 608.4382, Florida Statutes, and was approved by the merging party in accordance with Chapter 608, Florida Statutes, and was approved by the surviving party in accordance with Chapter 608, Florida Statutes.

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

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

SIXTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

SEVENTH: Signatures for each party:

Name of Entity

Signature(s)

Typed or Printed
Name of Individual

WMC OEP Buildings 1, LLC

By: 

W. Malcolm Clayton,
Trustee of the W.
Malcolm Clayton
Revocable Trust dated
8/4/87
Sole Member

WMC OEP Buildings 2, LLC

By: 

W. Malcolm Clayton,
Trustee of the W.
Malcolm Clayton
Revocable Trust dated
8/4/87
Sole Member

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AGREEMENT AND PLAN OF MERGER

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TALLAHASSEE, FLORIDA

THIS AGREEMENT AND PLAN OF MERGER (the "**Plan of Merger**") is entered into this 2nd day of April, 2003, by and among WMC OEP Buildings 1, LLC, a Florida limited liability company, and WMC OEP Buildings 2, LLC, a Florida limited liability company.

RECITALS

A. The respective sole members of WMC OEP Buildings 1, LLC, and WMC OEP Buildings 2, LLC have resolved that WMC OEP Buildings 2, LLC (the "**Merging Company**") be merged pursuant to the Florida Limited Liability Company Act with and into WMC OEP Buildings 1, LLC, which company will be the "**Surviving Company**." The execution and delivery of this agreement and the performance of each respective companies' obligations hereunder have been duly authorized by all necessary company action and no other proceedings on the part of the company are necessary to authorize the execution of this agreement and the transactions contemplated hereby.

B. The respective sole members of WMC OEP Buildings 1, LLC, and WMC OEP Buildings 2, LLC have approved the merger described herein, upon the terms and conditions hereinafter set forth, and have approved this Plan of Merger.

NOW, THEREFORE, in consideration of the mutual premises, the parties hereby agree in accordance with the Florida Limited Liability Company Act that WMC OEP Buildings 2, LLC shall be, at the Effective Date (as hereinafter defined), merged (hereafter, the "**Merger**") with and into WMC OEP Buildings 1, LLC, in accordance with the following agreements, terms and conditions:

1. Recitals. The recitals set forth in Paragraphs A and B above are true and correct and are hereby incorporated herein by reference.

2. Effects of Merger.

2.1 Certain Effects of Merger. On the Effective Date, the separate existence of the Merging Company shall cease, and the Merging Company shall be merged with and into the Surviving Company, which shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of the Merging Company; and all and singular, the rights, privileges, powers and franchises of the Merging Company, and all property, real, personal and mixed, and all debts due to the Merging Company, on whatever account, as well for all other things in action or belonging to the Merging Company, shall be vested in the Surviving Company; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Company as they were of the Merging Company, and the title to any real estate vested by

deed or otherwise, under the laws of Florida or any other jurisdiction, in the Merging Company, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Merging Company, shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Company, shall thenceforth attach to the Surviving Company and may be enforced against the Surviving Company to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Company. At any time, or from time to time, after the Effective Date, the last acting officers or members of the Merging Company, or the corresponding officers or members of the Surviving Company, may, in the name of the Merging Company, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Company may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Company title to and possession of all of the Merging Company's property, rights, privileges, powers, franchises, and immunities of the Merging Company, and otherwise to carry out the purposes of this Plan of Merger.

3. Name of Surviving Company; Articles of Organization.

3.1 Name of Surviving Company. The name of the Surviving Company from and after the Effective Date shall be WMC OEP Buildings 1, LLC. The name and address of the sole member and managing member of the surviving entity are: W. Malcolm Clayton, as Trustee, 1065 Maitland Center Commons Blvd., Maitland, Florida 32751.

3.2 Articles of Organization. The Articles of Organization of WMC OEP Buildings 1, LLC, as in effect on the date hereof, shall from and after the Effective Date be, and continue to be, the Articles of Organization of the Surviving Company until changed or amended as provided by law.

3.3 By virtue of mutual identity of the members of the Merging Company and the Surviving Company, no additional membership interests will be issued to the respective sole members of the Merging Company.

4. Miscellaneous.

4.1 Effective Date. The "Effective Date" of the Merger shall be as of the date of the filing of the Articles of Merger with the Florida Secretary of State.

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TALLAHASSEE, FLORIDA

This Plan of Merger has been executed by the parties hereto on the date first above written.

WMC OEP BUILDINGS 1, LLC

By: W. Malcolm Clayton
W. Malcolm Clayton, Trustee of the W.
Malcolm Clayton Revocable Trust dated
August 4, 1987, Sole Member

WMC OEP BUILDINGS 2, LLC

By: W. Malcolm Clayton
W. Malcolm Clayton, Trustee of the W.
Malcolm Clayton Revocable Trust dated
August 4, 1987, Sole Member

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