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OCT 23 PM 1:24
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MERGER OR SHARE EXCHANGE

ROYD DEVELOPMENT, LLC

Certificate of Status	0
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10-23-03

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ARTICLES OF MERGER
of
Royd Realty Partnership, LLP
with and into
Royd Development, LLC

The following Articles of Merger are being submitted in accordance with Section 608.438 and Section 620.201, Florida Statutes.

Article I. Merging Entity. The name, street address of its principal office, jurisdiction, and entity type of the merging entity are:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Royd Realty Partnership, LLP 4910 Beach Blvd. Jacksonville, FL 32207	Florida H0300001453	General Partnership
Royd Development, LLC 4910 Beach Blvd. Jacksonville, FL 32207	Florida L03000038205	Limited Liability Company

Article I. Surviving Entity. The name, street address of its principal office, jurisdiction, and entity type for the surviving entity are:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Royd Development, LLC 4910 Beach Blvd. Jacksonville, FL 32207	Florida	Limited Liability Company

Article II. Plan of Merger. The attached Plan of Merger meets the requirements of Section 608.438 and Section 620.201, Florida Statutes.

Article III. Approval by Surviving Entity. The attached Plan of Merger was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

Article IV. Approval by Merging Entity. The attached Plan of Merger was approved by each domestic partnership that is a party to the merger in accordance with Chapter 620, Florida Statutes.

Article V. Effective Date. The merger shall become effective as of the date these Articles of Merger are filed with the Department of State of the State of Florida.

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03 OCT 23 11:31 AM
STATE OF FLORIDA
DEPARTMENT OF STATE

PARTIAL

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IN WITNESS WHEREOF, both Royd Realty Partnership and Royd Development, LLC have caused these Articles of Merger to be executed as of the 14th day of October, 2003.

Royd Realty Partnership, LLP
a Florida general partnership

Royd Development, LLC,
a Florida limited liability company

By: 
Robert C. Moore, General Partner

By: 
Frank H. Healey, Jr., Manager

03 OCT 23 PM 3:40
STORY OF STATE
TALLAHASSEE, FLORIDA

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PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 620.201 and 608.438, Florida Statutes, is being submitted in accordance with Sections 620.203 and 608.4382, Florida Statutes.

1. **Merging Entity.** The merging entity is Royd Realty Partnership, LLP, a Florida general partnership (the "Partnership").

2. **Surviving Entity.** The surviving entity is Royd Development, LLC, a Florida limited liability company (the "Limited Liability Company").

3. **Terms and Conditions of Merger.** Upon the Effective Date, each partnership interest of the Partnership outstanding at that time shall without further action be converted into and exchanged for an interest in the Limited Liability Company in accordance with this Plan of Merger.

4. **Effect of Merger.** On the Effective Date, the separate existence of the Partnership shall cease, and the Limited Liability Company shall be fully vested in the Partnership's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties.

5. **Conversion of Interests of the Partnership.** The manner and basis of converting the outstanding interests of the Partnership into the interests of the Limited Liability Company are as follows:

Each interest of the Partnership outstanding immediately prior to the merger will be exchanged for ten dollars (\$10) and other valuable consideration on the effective date of the merger.

6. **Articles of Organization of the Limited Liability Company.** No amendment to the Articles of Organization of the Limited Liability Company is required on account of the merger.

7. **Manager of the Limited Liability Company.** The Limited Liability Company is managed by managers. The names and addresses of the managers of the Limited Liability Company are:

Robert C. Moore, M.D.
4910 Beach Blvd.
Jacksonville, FL 32207

Frank H. Healey, M.D.
4910 Beach Blvd.
Jacksonville, FL 32207

8. **Effective Date.** The merger shall become effective as of the date these Articles of Merger are filed with the Department of State of the State of Florida (the "Effective Date").

9. **Supplemental Action.** If at any time after the Effective Date the Limited Liability Company determines that any further conveyances, agreements, documents, instruments, and assurances, or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers of the Limited Liability Company or the Partnership, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the Limited Liability Company, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Limited Liability Company, or to otherwise carry out the provisions of this Plan of Merger.

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ROGERS TOWERS

NO. 6083 P. 5

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IN WITNESS WHEREOF, both the Partnership and the Limited Liability Company have caused this Plan of Merger to be executed.

Royd Realty Partnership, LLP
a Florida general partnership

By: *Robert C. Moore*
Robert C. Moore, General Partner

Royd Development, LLC,
a Florida limited liability company

By: *Frank H. Healey, Jr.*
Frank H. Healey, Jr., Manager

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Treasurer, Florida