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Applicant team : FICHER, TOURES, LEAD & HALL

Autount Number : [1399000000] Phone : (304)386-2600

Fact Number : (994):55-0035

#### MERGER OR SHARE EXCHANGE

PROPERTY ACQUISITIONS, LLC

Certificate of Status	0
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Page Count	05
Estimated Charge	596.25

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ARTICLES AND PLAN OF MERGER
BY AND BETWEEN
PROPERTY ACQUISITIONS, INC. AND FO2-11951
PROPERTY ACQUISITIONS, LLC,
WITH
PROPERTY ACQUISITIONS, LLC
AS THE SURVIVING ENTITY

AS THE SURVIVING ENTITY

THESE ARTICLES AND PLAN OF MERGER (hereinafter this "Agreement") are made and entered into this 20 day of June. 2004, by and between PROPERTY ACQUISITIONS, INC., a Florida corporation, and PROPERTY ACQUISITIONS, LLC, a Florida limited liability company, with their principal offices located at 1604 Stockton Street. Jacksonville, Florida 32204. In this Agreement, Property Acquisitions, Inc. and Property Acquisitions, LLC are sometimes collectively referred to as the "Constituent Entities" and individually as a "Constituent Entity." Property Acquisitions, Inc., may also be referred to as the "Disappearing Entity." and Property Acquisitions, LLC, may be referred to as the "Surviving Entity."

#### WITNESSETH:

WHEREAS, the Boards of Directors of the Constituent Entities deem it advisable and generally for the welfare of the Constituent Entities that the Disappearing Entity be merged with and into the Surviving Entity, as authorized by Florida Statutes, all pursuant to the terms and conditions set forth in this Agreement (the "Merger").

NOW, THEREFORE, the Constituent Entities, in consideration of the mutual covenants, agreements and provisions contained below, have agreed to merge the Disappearing Entity into the Surviving Entity, pursuant to the laws of the State of Florida and do hereby agree upon and prescribe the terms and conditions of the Merger in the following Articles and Plan of Merger:

# ARTICLE I Constituent Entities

The Constituent Entities are:

(a) PROPERTY ACQUISITIONS, INC., a corporation duly organized and validly existing under the laws of the State of Florida, by its Articles of Incorporation which were filed with the Department of State of the State of Florida on October 17, 2002, which has an authorized capitalization consisting of 10,000 shares of common stock, with a par value of \$.10 per share, of which 10,000 shares are presently issued and outstanding, which shall be the Disappearing Entity.

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(b) PROPERTY ACQUISITIONS, LLC, a limited liability company duly organized and validly existing under the laws of the State of Florida, by its Articles of Organization which were filed with the Department of State of the State of Florida, on November 7, 2003 under the name "Monticello Tax Properties, LLC," which is a manager-managed company having one member and one manager.

### ARTICLE II Merger

On the effective date of the Merger, the Disappearing Entity shall be merged with and into Property Acquisitions, LLC. Upon the approval of this Agreement by the Secretary of State of the State of Florida, and the payment of all fees and taxes required by the laws of the State of Florida, this Agreement shall be filed with the Secretary of State of the State of Florida. The Merger shall be effective, and the separate existence of the Disappearing Entity shall cease (except as continued by statute) as of \_\_\_\_\_\_\_, 2004 (the "Effective Date"). Property Acquisitions, LLC shall be the Surviving Entity in the Merger.

### ARTICLE III Articles of Organization

The Articles of Organization of the Surviving Entity as in effect immediately prior to the effective date of the Merger shall remain in full force and effect as the Articles of Organization of the Surviving Entity after the Merger.

#### ARTICLE IV Terms and Conditions

Additional terms and conditions of the Merger are as follows:

- (a) The Operating Agreement of the Surviving Entity in effect on the Effective Date of the Merger shall continue to be the Operating Agreement of the Surviving Entity.
- (b) The sole member of the Surviving Entity after the Merger, who shall remain as the sole member of the Surviving Entity is:

#### The Monticello Companies, Inc.

(c) The Manager of the Surviving Entity after the Merger, who shall remain as the Manager of the Surviving Entity is:

#### Henry E. Dean, III

(d) The principal office of the Surviving Emity shall be 1604 Stockton Street, Jacksonville, Florida 32204. The name and address of the Registered Agent shall be:

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# William R. Roberts 1604 Stockton Street Jacksonville, Florida 32204

(e) If at any time the Surviving Entity shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest in the Surviving Entity, according to the terms hereof, the title to any property or rights of the Disappearing Entity, the proper officers and directors of the Disappearing Entity, or the members of the Surviving Entity, shall execute and make all such property assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Entity, or otherwise to carry out the intent or accomplish the purposes of this Agreement.

### ARTICLE V Effect of Merger

Upon this Merger becoming effective, the separate existence of the Disappearing Entity, except insofar as it may be continued by statute, shall cease. Upon this Merger becoming effective, the Surviving Entity shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises for a public as well as a private nature, and be subject to all restrictions, disabilities, and duties of the Disappearing Entity, and all the rights, privileges, immunities, powers and franchises of the Disappearing Entity and all property, real, personal and mixed, and all debts due to the said Disappearing Entity on whatever account, for stock subscriptions as well as for all other things in action or belonging to the Disappearing Entity, shall be vested in the Surviving Entity; and all assets (tangible, intangible, personal, real or otherwise), property, rights, privileges, immunities, powers and franchises, and every other interest shall be the property of the Surviving Entity, and the title to any real estate vested by deed or otherwise in the Disappearing Entity shall not revert or be in any way impaired by reason of the Merger, provided, however, that all rights of creditors and all liens upon any property of said Disappearing Entity shall be preserved, unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities, obligations and duties of the Constituent Entities, attach to and be assumed by the Surviving Entity, and may be enforced against the Surviving Entity to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Entity.

# ARTICLE VI Date of Authorization of Merger

The Board of Directors of the Disappearing Entity met, and by resolution adopted by a unanimous vote of the members of such board approved the Plan of Merger set forth in these Articles. The Plan of Merger thereafter was submitted to a vote at a meeting of the shareholders of the Disappearing Entity, and unanimously adopted.

The sole Manager of the Surviving Entity consented to the Plan of Merger set forth in these Articles. The Plan of Merger thereafter was approved by the sole member of the Surviving Entity.

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### ARTICLE VII Compliance With Legal Requirements

All provisions of the laws of the State of Florida applicable to the Merger have been or will have been complied with upon the filing and recording of this Agreement with the Secretary of State of Florida.

STATE OF FLORIDA COUNTY OF DUVAL

The undersigned Notary Public does hereby certify that on June 25, 2004, personally appeared before me N. B. Corbin. Jr. who, being by me first duly sworn, declared that he is the President of PROPERTY ACQUISITIONS, INC., a Florida corporation, that he signed the foregoing document as President and on behalf of the corporation, and that the statements therein contained are true.

(Notary Scal or Stamp)

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STATE OF FLORIDA COUNTY OF DUVAL

The undersigned Notary Public does hereby certify that on June 24, 2004, personally appeared before me Henry E. Dean, III who, being by me first duly sworn, declared that he is the Manager of PROPERTY ACQUISITIONS, LLC, a Florida limited liability company, that he signed the foregoing document as the Manager and on behalf of the company, and that the statements therein contained are true.

Notary Public

My commission expires Water.

Commission Number Cast State See

(Notary Seal or Stamp)

Mory A. Robbson
Mr Commission & CC944758 EXPRES
October 6, 2004
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