

104 000018110

Nick Pizzuto

(Requestor's Name)

1201 Hoyt St.

(Address)

ILH, IL 62301

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

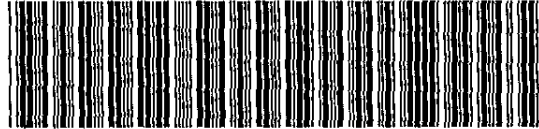
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10:26 AM  
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: CARGOR II - PHASES I AND II, LC  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

NICK PIZZUTO

(Name of person)

(Name of firm/company)

1201 HAYS STREET

(Address)

TLA, FL 32301

(City/state and zip code)

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For further information concerning this matter, please call:

Nick Pizzuto

(Name of person)

at (

) 510-3070  
(Area code & daytime telephone number)

☒ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its 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>
1. Cargor Partners II, Ltd. 2212 58th Avenue East Bradenton Florida 34203	Florida	Limited Partnership
Florida Document/Registration Number: A94000001566		FEI Number: 650548414
2. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
3. _____ _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

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*(Attach additional sheet(s) if necessary)*

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Cargor II- Phases I and II, LC	Florida	L.L.C.
2212 58th Avenue East		
Bradenton		
Florida 34203		
Florida Document/Registration Number: L04000018110		FEI Number: 20-0829336

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, 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.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** 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.

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**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

(Note: Please see instructions for required signatures.)

Name of Entity \_\_\_\_\_

Signature(s)

Typed or Printed Name of Individual

Cargor Partners II, Ltd

Carlos M. Beruff, as president of  
Cargor II, Inc., as general partner of  
Cargor Partners II, Ltd

Cargor II- Phases I and II, LC

Carlos M. Beruff, as president of  
Cargor II, Inc., as managing member  
of Cargor II- Phases I and II, LC

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(Attach additional sheet(s) if necessary)

ADOPTION AND CONSENT TO PLAN OF MERGER

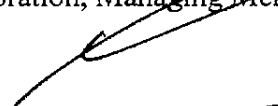
The undersigned being, all of the partners of CARGOR PARTNERS II, LTD., a Florida limited partnership and the sole member of the CARGOR II – PHASES I & II LC, a Florida limited liability company do hereby adopt and consent to the Plan of Merger attached hereto and waive to the maximum extent under Florida law all notice and dissenter's rights, and agree to exchange ownership interests as described in the Plan.

Merged Entity:

CARGOR PARTNERS II, LTD.,  
a Florida limited partnership

By: CARGOR PARTNERS II –  
UNIVERSITY LC., a Florida  
limited liability company, General  
Partner

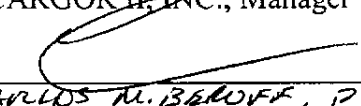
By: CARGOR II, INC., a Florida  
Corporation, Managing Member

By:   
Date: 4/27/04 CARLOS M. BERUFF,  
PRESIDENT

Surviving Entity:

CARGOR II – PHASES I & II LC, a  
Florida limited liability company

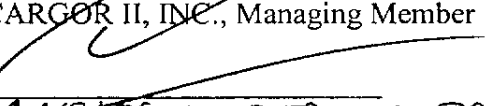
By: CARGOR II, INC., Manager

By:   
Date: 4/27/04 CARLOS M. BERUFF, PRESIDENT.

General and Limited Partner, and Sole Member of Merger Entities

CARGOR PARTNERS II – UNIVERSITY LC,  
A Florida limited liability company

By: CARGOR II, INC., Managing Member

By:   
Date: 4/27/04 CARLOS M. BERUFF, PRESIDENT

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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 section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Cargor Partners II, Ltd	Florida

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Cargor II- Phases I and II,LC	Florida

**THIRD:** The terms and conditions of the merger are as follows:

On the Effective Date of Merger, the disappearing Limited Partnership's interest held by the partners shall without more be converted into and exchanged for shares in the Limited Liability Company. On the Effective Date of Merger, the separate existence of the disappearing Limited Partnership shall cease, and the surviving Limited Liability Company shall be fully vested in disappearing Limited Partnerships' rights, privileges, immunities, and powers. If at any time after the Effective Date of Merger, surviving Limited Liability Company shall determine 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, the appropriate officers of the surviving Limited Liability Company, or the disappearing Limited Partnership, as the case may be, whether past or remaining in the office, shall execute and deliver, on the request of the Surviving Limited Liability Company, and all proper conveyances, agreements, documents, instruments and assurances and perform all necessary and proper acts, to vest, perfect, confirm, or record such title thereto in the surviving Limited Liability Company, or to otherwise carry out the provisions of this Plan.

*(Attach additional sheet(s) if necessary)*

**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

On the Effective Date of Merger, the disappearing Limited Partnership's interest held by the partners shall without more be converted into and exchanged for shares in the Limited Liability Company.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

On the Effective Date of Merger, the disappearing Limited Partnership's interest held by the partners shall without more be converted into and exchanged for shares in the Limited Liability Company.

*(Attach additional sheet(s) if necessary)*

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**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number

N/A

**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Cargor II, Inc.  
2212 58th Avenue East  
Bradenton  
Florida 34203

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

**EIGHTH:** Other provisions, if any, relating to the merger:

N/A

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*(Attach additional sheet(s) if necessary)*