

LD400002B500

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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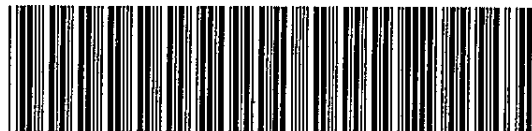
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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3-14-05

LAW OFFICE

CARPENTER & ROSCOW, P.A.

5608 NW 43rd Street
Gainesville, Florida 32653-8334

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March 9, 2005

RONALD A. CARPENTER
rcarpenter@raclaw.net

JOHN F. ROSCOW, IV
roscow@raclaw.net

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Merger for:
Center Properties, a Florida partnership and Center Properties, LLC

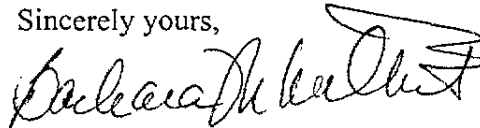
Ladies and Gentlemen:

Please find enclosed with this letter the original Articles of Merger and Plan of Merger for the above referenced entities, along with our firm's check in the amount of \$50.00 for the following expenses:

Filing fee (LLC)	\$25.00
Filing fee (partnership)	<u>25.00</u>
	\$50.00

Thank you and please contact me if you need anything further.

Sincerely yours,



Barbara M. Wilhite,
Assistant to Ronald A. Carpenter

/bw
Enclosures

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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. <u>Center Properties, a Florida</u> <u>partnership</u> <u>6800 West University Avenue</u> <u>Gainesville, FL 32607</u>	<u>Florida</u>	<u>partnership</u>
Florida Document/Registration Number: <u>GP0500000301</u>		FEI Number: _____
2. <u>Center Properties, LLC</u> <u>6800 West University Avenue</u> <u>Gainesville, FL 32607</u>	<u>Florida</u>	<u>limited liability</u> <u>company</u>
Florida Document/Registration Number: <u>L04000028500</u>		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>
<u>Center Properties, LLC</u> <u>6800 West University Avenue</u> <u>Gainesville, FL 32607</u>	<u>Florida</u>	<u>limited liability</u> <u>company</u>

Florida Document/Registration Number: L04000028500 FEI Number: _____

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

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

[illegible]

(Attach additional sheet(s) if necessary)

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>
Center Properties, a Florida partnership	Florida
Center Properties, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Center Properties, LLC	Florida

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

The ownership interest of Center Properties, a Florida partnership, is 50% Sally C. Goforth and 50% Nancy Jane Bloodgood. The ownership interest of Center Properties, LLC is 50% Sally C. Goforth and 50% Nancy Jane Bloodgood. Upon the merger a 50% interest in Center Properties, LLC shall be owned by Sally C. Goforth and 50% interest by Nancy Jane Bloodgood.

(Attach additional sheet(s) if necessary)

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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:

The ownership interest of Center Properties, a Florida partnership, is 50% Sally C. Goforth and 50% Nancy Jane Bloodgood. The ownership interest of Center Properties, LLC is 50% Sally C. Goforth and 50% Nancy Jane Bloodgood. Upon the merger a 50% interest in Center Properties, LLC shall be owned by Sally C. Goforth and 50% interest by Nancy Jane Bloodgood.

- 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:

N/A

(Attach additional sheet(s) if necessary)

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:

N/A,

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

If General Partner is a Non-Individual,

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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:

SALLY C. GOFORTH
6800 WEST UNIVERSITY AVENUE
GAINESVILLE, FL 32607

NANCY JANE BLOODGOOD
6800 WEST UNIVERSITY AVENUE
GAINESVILLE, FL 32607

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:

(Attach additional sheet(s) if necessary)

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