



Aug-16-04 11:19A

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Division of Corporations

**L04000052976**

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2004 AUG 16 A 10:06  
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Division of Corporations

**MERGER OR SHARE EXCHANGE**

**EJ BRADFORD ASSOCIATES, LLC**

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 13, 2004

EJ BRADFORD ASSOCIATES, LLC  
649 FIFTH AVE SOUTH, STE 208  
NAPLES, FL 34102

SUBJECT: EJ BRADFORD ASSOCIATES, LLC  
REF: L04000052976

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger must contain the exact name, street address of its principal office, jurisdiction, and entity type for each party to the merger.

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt  
Document Specialist

FAX Aud. #: H04000166151  
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## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.009-608.4382, and/or 620.203, Florida Statutes:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address

Jurisdiction

Entity Type

1. El Bradford Associates, LLC

North Carolina

LLC

600 Fairview Rd., Suite 625  
Chapel Hill, NC 27510

Florida Document/Registration Number: N/A.

FEI Number: 51-2443044

2. \_\_\_\_\_

Florida Document/Registration Number: \_\_\_\_\_

FEI Number: \_\_\_\_\_

3. \_\_\_\_\_

Florida Document/Registration Number: \_\_\_\_\_

FEI Number: \_\_\_\_\_

4. \_\_\_\_\_

Florida Document/Registration Number: \_\_\_\_\_

FEI Number: \_\_\_\_\_

(Attach additional sheet(s) if necessary)

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

Name and Street Address

BJ Bradford Associates, LLC

644 Fifth Avenue South, Suite 204  
Naples, FL 34102

Jurisdiction

Florida

Entity Type

LLC

Florida Document/Registration Number: L0400032976

FBI Number: 62-2493234

**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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**OR**

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

(Note: Please see instructions for required signatures.)

Signature(s)

Typed or Printed Name of Individual

Donald A. Brown

Donald G. Brownfield

Donna G. B. C. M.

Donald C. Brownfield

(Attach additional sheet(s) if necessary)

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## AGREEMENT AND PLAN OF MERGER

FILED

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of the 1<sup>st</sup> day of August, 2004, by and between EJ BRADFORD ASSOCIATES, LLC, a Florida limited liability company (the "Surviving Company"), and EJ BRADFORD ASSOCIATES, LLC, a North Carolina limited liability company (the "Merging Company"). The Surviving Company and the Merging Company are sometimes collectively referred to herein as the "Constituent Companies".

### RECITALS

A. There are ten thousand (10,000) Units of the Merging Company currently issued and outstanding. All of the issued and outstanding Units of the Merging Company are owned by the following individuals:

E. Michael House	8,500 Units
Elizabeth A. Wallace	500 Units
Samuel Bradford House	500 Units
William Jeffrey House	500 Units

B. The Constituent Companies desire to merge the Merging Company with and into the Surviving Company in accordance with the provisions of this Agreement.

C. The Manager and the Members of each of the Constituent Companies have approved this Agreement.

### PROVISIONS

NOW, THEREFORE, in consideration of the foregoing recitals and the mutual covenants herein contained, the Constituent Companies agree to the terms and conditions of the "Merger" (as such term is defined in Section 1 below) and the mode of carrying the same into effect as follows.

1. The Merger. In accordance with Section 608.4381 of the Limited Liability Company Act of the State of Florida and Section 57-C-9A-20 of the Limited Liability Company Act of the State of North Carolina, the Constituent Companies shall be merged into a single Company by the Merging Company merging with and into the Surviving Company (the "Merger").

2. Effective Date. The effective date of the Merger (the "Effective Date") shall be the close of business on August 1, 2004, or such later date upon which the Constituent Companies file, or cause to be filed, the Certificate of Merger with the Florida Secretary of State and with the North Carolina Secretary of State.

3. Name of the Surviving Company. From and after the Effective Date, the name of the Surviving Company shall continue to be EJ BRADFORD ASSOCIATES, LLC.

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TALLAHASSEE, FLORIDA

4. Exchange of Units. On the Effective Date, the Units of the Merging Company shall, by virtue of the Merger and without further action by its Members, be converted into ten thousand (10,000) Units of the Surviving Company, which units shall be allocated by the following individuals:

E. Michael House	8,500 Units
Elizabeth A. Wallace	500 Units
Samuel Bradford House	500 Units
William Jeffrey House	500 Units

5. Effect of Merger. Upon the Effective Date, the separate existence of the Merging Company shall cease, and the Surviving Company shall succeed, without further act or deed, to all of the rights, privileges, immunities, powers, authorities, assets and properties of the Merging Company of every description and wherever located, and shall be subject to all of the debts, obligations and liabilities of the Merging Company in the same manner as if the Surviving Company had itself incurred them.

6. Articles of Organization of the Surviving Company. The Articles of Organization of the Surviving Company, as in effect on the Effective Date, shall continue in full force and effect as the Articles of Organization of the Surviving Company, unless and until subsequently amended.

7. Operating Agreement. The Operating Agreement of the Surviving Company, as in effect on the Effective Date, shall continue in full force and effect as the Operating Agreement of the Surviving Company, unless and until subsequently amended or repealed.

8. Manager and Officers of the Surviving Company. The Manager and Officers of the Surviving Company in office on the Effective Date shall continue in office until their successors have been duly elected and qualified. The name and address of the Manager is E. Michael House, 6610 Estero Boulevard, Fort Myers Beach, Florida 33931.

9. Statutory Agent of the Surviving Company. The Statutory Agent of the Surviving Company shall be CT Corporation System upon whom any process, notice or demand required or permitted by statute to be served upon the Surviving Company may be served. The address of said Statutory Agent is 1200 South Pine Island Road, Plantation, FL 33324.

10. Additional Obligations of the Merging Company. From time to time and at any time before or after the Effective Date, as and when requested by the Surviving Company, or by its successors or assigns, the Merging Company shall execute and deliver, or cause to be executed and delivered, such deeds or other instruments and shall take or cause to be taken such further or other action as the Surviving Company shall deem necessary or desirable in order to vest in, perfect in or confirm to the Surviving Company, title to and possession of any assets or properties of the Merging Company acquired or to be acquired by reason of, or as a result of, the Merger, and otherwise to carry out the intent and purposes of this Agreement.

11. Authority of the Manager to Terminate and Abandon this Agreement. Anything herein or elsewhere contained to the contrary notwithstanding, this Agreement may, at any time

prior to the Effective Date, be terminated and abandoned by the Manager of each of the Constituent Companies.

12. Miscellaneous.

(a) Governing Law. The interpretation and construction of this Agreement, and all matters relating hereto, shall be governed by the laws of the State of Florida, without regard to the conflicts of law principles thereof.

(b) Captions. The Section captions used herein are for reference purposes only and shall not in any way affect the meaning or interpretation of this Agreement.

(c) Binding Effect. This Agreement shall be binding upon, and shall inure to the benefit of, the Constituent Companies and their respective successors and assigns.

(d) Severability. Each provision of this Agreement, and any portion thereof, shall be considered severable and if, for any reason, any provision of this Agreement shall be held invalid or unenforceable under any applicable present or future law, such invalidity or unenforceability shall attach only to such provision and shall not in any manner affect or render invalid or unenforceable any other provision of this Agreement. This Agreement shall be carried out as if such invalid or unenforceable provision was not contained herein and such other provisions of this Agreement as may remain otherwise operable shall continue to be given full force and effect and to bind the Constituent Companies.

(e) Entire Agreement. This Agreement contains the entire understanding and agreement among the Constituent Companies with respect to the subject matter hereof. All negotiations between the Constituent Companies concerning the subject matter hereof are merged into this Agreement, and there are no representations, warranties, covenants, understandings or agreements, oral or otherwise, in relation thereto between the Constituent Companies, other than those incorporated in this Agreement.

(f) Amendments. No amendment of this Agreement shall be binding unless executed in a writing signed by each of the Constituent Companies and attached to this Agreement.

(g) Counterparts. For recording and filing purposes, and for the convenience of the Constituent Companies, this Agreement may be executed in one (1) or more counterparts, each of which shall be deemed to be an original, and all of which, taken together, shall constitute one and the same instrument.



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IN WITNESS WHEREOF, each of the Constituent Companies have caused this Agreement to be executed by a duly authorized officer as of the date first written above.

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THE SURVIVING COMPANY AUG 16 A 10:06

EJ BRADFORD ASSOCIATES, LLC  
a Florida limited liability company  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

By: Donald G. Bradford  
Name: Donald G. Bradford  
Title: Treasurer

THE MERGING COMPANY

EJ BRADFORD ASSOCIATES, LLC  
a North Carolina limited liability company

By: Donald G. Bradford  
Name: Donald G. Bradford  
Title: Treasurer