

L04000062127

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

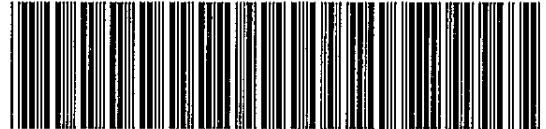
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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09/02/04 -01001-007 \*\*80.00

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**Sep 02, 2004 08:00 AM**  
**Secretary of State**

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01 SEP - 2 PM 4:01  
STATE  
OFFICE OF  
REGISTRATION  
TALLAHASSEE, FLORIDA

J. BRYAN SEP - 3 2004

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Baxton Management Properties LLC

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04 SEP -2 AM 11:36

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: SS

Name

Date

Time

9/2/04 10:30

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Will Pick Up \_\_\_\_\_

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**Sep 02, 2004 08:00 AM**  
**Secretary of State**

Department of State

DOE-11111

For Deposit Only

Art of Inc. File  
HP5 RE-10-200044-1

LTD Partnership File \_\_\_\_\_

Foreign Corp. File \_\_\_\_\_

L.C. File \_\_\_\_\_

Fictitious Name File \_\_\_\_\_

Trade/Service Mark \_\_\_\_\_

☒ Merger File \_\_\_\_\_

Art. of Amend. File \_\_\_\_\_

RA Resignation \_\_\_\_\_

Dissolution / Withdrawal \_\_\_\_\_

Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

Photo Copy \_\_\_\_\_

Certificate of Good Standing \_\_\_\_\_

Certificate of Status \_\_\_\_\_

Certificate of Fictitious Name \_\_\_\_\_

Corp Record Search \_\_\_\_\_

Officer Search \_\_\_\_\_

Fictitious Search \_\_\_\_\_

Fictitious Owner Search \_\_\_\_\_

Vehicle Search \_\_\_\_\_

Driving Record \_\_\_\_\_

UCC 1 or 3 File \_\_\_\_\_

UCC 11 Search \_\_\_\_\_

UCC 11 Retrieval \_\_\_\_\_

Courier \_\_\_\_\_

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**Sep 02, 2004 08:00 AM**

**Secretary of State**

**ARTICLES OF MERGER  
PAXTON MANAGEMENT GENERAL PARTNERSHIP  
AND  
PAXTON MANAGEMENT PROPERTIES, L. L. C.**

The following articles of merger are being submitted in accordance with FS §§ 608.4382.

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

1.     Name and Street Address:           Paxton Management General Partnership  
  12 Shoreline Place  
  Gulf Breeze, Florida 32561  
           Jurisdiction:                   State of Florida  
           Entity Type:                   General Partnership  
           Fla Document/Reg. Number:   N/A  
           FEI Number:                   20-1532151
  
2.     Name and Street Address:           Paxton Management Properties, L.L.C.  
  12 Shoreline Place  
  Gulf Breeze, Florida 32561  
           Jurisdiction:                   State of Florida  
           Entity Type:                   Limited Liability Company  
           Fla Document/Reg. Number:   L04000062127  
           FEI Number:                   20-1532151

**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:           Paxton Management Properties, L.L.C.  
  12 Shoreline Place  
  Gulf Breeze, Florida 32561  
          Jurisdiction:                   State of Florida  
          Entity Type:                   Limited Liability Company  
          Fla Document/Reg. Number:   L04000062127  
          FEI Number:                   20-1532151

**THIRD:** The **attached plan of merger** meets the requirements of FS §§ 608.438, and was approved by the limited liability company and the partnership that is a party to the merger in accordance with Chapter(s) 608 and 620, Florida Statutes.

**FOURTH:** If applicable, the attached plan of merger was approved by the other business entities that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: The merger is permitted under the laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or the regulations and articles of organization of any limited liability company that is a party to the merger.

SIXTH: The merger shall become effective as of the date the articles of merger are filed with Florida Department of State.

SEVENTH: The articles of merger comply and were executed in accordance with the laws of the applicable jurisdiction.

EIGHTH: Signatures for each party:

**PAXTON MANAGEMENT GENERAL  
PARTNERSHIP**, a Florida  
General Partnership

By: *Patrick J. Lyons, III*  
PATRICK J. LYONS, III, Partner

By: *Terrie N. Lyons*  
TERRIE N. LYONS, Partner

**PAXTON MANAGEMENT PROPERTIES,  
L.L.C.**, a Florida Limited Liability Company

By: *Patrick J. Lyons, III*  
PATRICK J. LYONS, III, Its Manager  
and Member

By: *Terrie N. Lyons*  
TERRIE N. LYONS, Its Manager  
and Member

STATE OF FLORIDA  
COUNTY OF *SANTA ROSA*

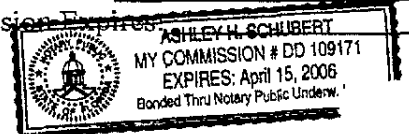
The foregoing instrument was acknowledged before me this 31 day of August, 2004, by **PATRICK J. LYONS, III**, as a partner in **PAXTON MANAGEMENT GENERAL PARTNERSHIP**, a Florida General Partnership, who ☒ is personally known to me or ( ) who produced \_\_\_\_\_ as identification.

*Ashley H. Schubert*  
NOTARY PUBLIC

Typed Name: \_\_\_\_\_

My Commission No.: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



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**Sep 02, 2004 08:00 AM**  
**Secretary of State**

STATE OF FLORIDA  
COUNTY OF Santa Rosa

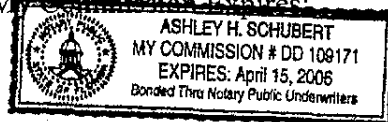
The foregoing instrument was acknowledged before me this 31 day of August, 2004, by **PATRICK J. LYONS, III**, as a Manager and Member in PAXTON MANAGEMENT PROPERTIES, L.L.C., a Florida limited liability company, who ( ) is personally known to me or who ( ) produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC

Typed Name: \_\_\_\_\_

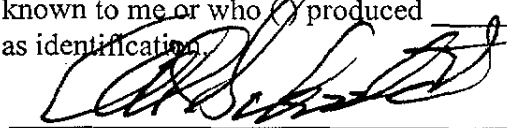
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My Commission Expires: \_\_\_\_\_



STATE OF FLORIDA  
COUNTY OF Santa Rosa

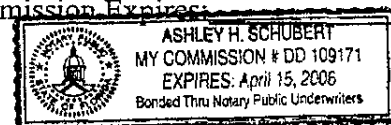
The foregoing instrument was acknowledged before me this 31 day of August, 2004, by **TERRIE N. LYONS**, as a partner in PAXTON MANAGEMENT GENERAL PARTNERSHIP, a Florida General Partnership, who ( ) is personally known to me or who ( ) produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC

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My Commission No.: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



STATE OF FLORIDA  
COUNTY OF Santa Rosa

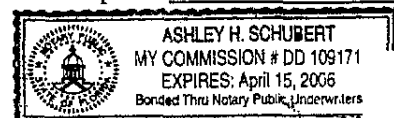
The foregoing instrument was acknowledged before me this 31 day of August, 2004, by **TERRIE N. LYONS**, as a Member in PAXTON MANAGEMENT PROPERTIES, L.L.C., a Florida limited liability company, who ( ) is personally known to me or who ( ) produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC

Typed Name: \_\_\_\_\_

My Commission No.: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



clients\lyons.pat\merger.art

**PLAN OF MERGER OF  
PAXTON MANAGEMENT GENERAL PARTNERSHIP  
AND  
PAXTON MANAGEMENT PROPERTIES, L.L.C.**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with FS §§608.4381, is being submitted in accordance with FS §§ 608.438.

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

- |    |                          |   |
|----|--------------------------|---|
| 1. | Name and Street Address: | Paxton Management General Partnership<br>12 Shoreline Place<br>Gulf Breeze, Florida 32561 |
|    | Jurisdiction:            | State of Florida  |
|    |                          |   |
| 2. | Name and Street Address: | Paxton Management Properties, L.L.C.<br>12 Shoreline Place<br>Gulf Breeze, Florida 32561  |
|    | Jurisdiction:            | State of Florida  |

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

Name and Street Address:	Paxton Management Properties, L.L.C. 12 Shoreline Place Gulf Breeze, Florida 32561
Jurisdiction:	State of Florida

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

All assets in Paxton Management General Partnership will be transferred by assignment to Paxton Management Properties, L.L.C. Each Paxton Management General Partnership partner will have the same percentage ownership interests as members of Paxton Management Properties, L.L.C.

FOURTH: The partners of Paxton Management General Partnership hold the following percentage shares of the Partnership:

<u>Name of Partner</u>	<u>Percentage Share</u>
Patrick J. Lyons, III	50%
Terrie N. Lyons	50%

The members of Paxton Management Properties, L.L.C. hold the following units of the L.L.C.:

<u>Name of Member</u>	<u>Number of Units</u>
Patrick J. Lyons, III	500
Terrie N. Lyons	500

Since the owners of interests in Paxton Management General Partnership and Paxton Management Properties, L.L.C. are identical, following the merger of Paxton Management General Partnership into Paxton Management Properties, L.L.C., the ownership interests in Paxton Management Properties, L.L.C. will be held as follows:

<u>Name of Member</u>	<u>Number of Units</u>
Patrick J. Lyons, III	500
Terrie N. Lyons	500

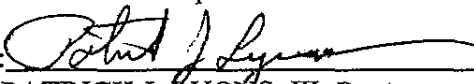
FIFTH: A limited liability company is the surviving entity and it is to be managed by two managers. The names and addresses of the manager are as follows:


Patrick J. Lyons, III  
21 Shoreline Place  
Gulf Breeze, Florida 32561

Terrie N. Lyons  
21 Shoreline Place  
Gulf Breeze, Florida 32561

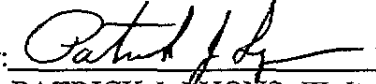
Approved and executed this 31 day of August, 2004.

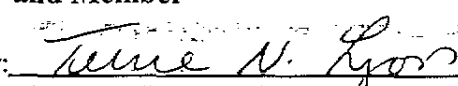
**PAXTON MANAGEMENT GENERAL  
PARTNERSHIP**, a Florida  
General Partnership

By:   
PATRICK J. LYONS, III, Partner

By:   
TERRIE N. LYONS, Partner

**PAXTON MANAGEMENT PROPERTIES,  
L.L.C.**, a Florida Limited Liability Company

By:   
PATRICK J. LYONS, III, Its Manager  
and Member

By:   
TERRIE N. LYONS, Its Manager  
and Member

STATE OF FLORIDA  
COUNTY OF Santa Rosa

The foregoing instrument was acknowledged before me this 31 day of August, 2004, by **PATRICK J. LYONS, III**, as a partner in PAXTON MANAGEMENT GENERAL PARTNERSHIP, a Florida General Partnership, who (x) is personally known to me or ( ) who produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC

Typed Name: \_\_\_\_\_

My Commission No.: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF Santa Rosa



The foregoing instrument was acknowledged before me this 31 day of August, 2004, by **PATRICK J. LYONS, III**, as a Manager and Member in PAXTON MANAGEMENT PROPERTIES, L.L.C., a Florida limited liability company, who (x) is personally known to me or who ( ) produced \_\_\_\_\_ as identification.

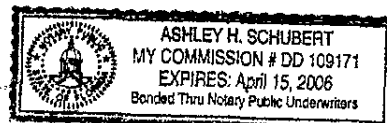
  
\_\_\_\_\_  
NOTARY PUBLIC

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My Commission No.: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF Santa Rosa



The foregoing instrument was acknowledged before me this 31 day of August, 2004, by **TERRIE N. LYONS**, as a partner in PAXTON MANAGEMENT GENERAL PARTNERSHIP, a Florida General Partnership, who (x) is personally known to me or who ( ) produced \_\_\_\_\_ as identification.

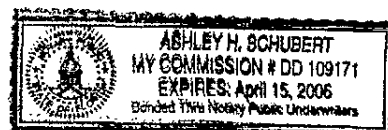
  
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**FILED**  
**Sep 02, 2004 08:00 AM**  
**Secretary of State**





STATE OF FLORIDA

COUNTY OF Santa Rosa

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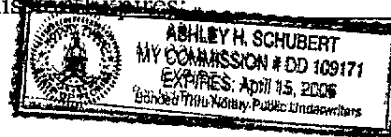
  
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My Commission Expires: \_\_\_\_\_

clients\lyons.pat\merger.plan



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**Sep 02, 2004 08:00 AM**  
**Secretary of State**