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## MERGER OR SHARE EXCHANGE

## GOODFOREST LLC

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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:

Name and Street AddressJurisdictionEntity Type1. Mountain Ventures Tampa, LLCDelawareLimited Liability Co.777 So. Flagler DriveWest Palm Beach, FL 33407

M04000000063

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

FEI Number: 20-0551187

2. Second Chapel Value Associates LPDelawareLimited Partnership777 So. Flagler DriveWest Palm Beach, FL 33407

B04000000014

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

FEI Number: 20-0551283

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

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

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(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:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Goodforest LLC	Florida	Limited Liability Co.
c/o Forest City Enterprises, Inc.		
50 Public Square, 1100 Terminal Tower		
Cleveland, OH 44113		
Florida Document/Registration Number: LC4000093957		FEI Number: 20-2089199

**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
Mountain Ventures Tampa, LLC	<i>Harold Jacobs</i> Authorized Representative	Harold Jacobs
Second Chapel Value Associates LP	<i>Harold Jacobs</i> Authorized Representative of Second Chapel Value OP LLC, its general partner	Harold Jacobs
Goodforest LLC	<i>Harold Jacobs</i> Authorized Representative	Harold Jacobs

(Attach additional sheet(s) if necessary)

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P3542 P.004/007  
H 05000097970 3**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>
Mountain Ventures Tampa, LLC	Delaware
Second Chapel Value Associates LP	Delaware

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

<u>Name</u>	<u>Jurisdiction</u>
Goodforest LLC	Florida

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

Mountain Ventures Tampa, LLC and Second Chapel Value Associates LP shall merge into Goodforest LLC with Goodforest LLC being the surviving entity.

(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 partners of Second Chapel Value Associates LP will receive partnership interests in Wiregrass 15 LP, a limited partner of TGC Wiregrass LTD, a member of the surviving entity, Goodforest LLC. The partners of Second Chapel Associates LP, the sole member of Mountain Ventures Tampa, LLC, will receive partnership interests in Second Chapel Value Associates LP as amended and restated in connection with the merger, which is also a limited partner in TGC Wiregrass Ltd.

- 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:

Not applicable. No rights to acquire, interests, shares, obligations or other securities are involved.

(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:

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

Not applicable

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:

Forest City Commercial Group, Inc.  
50 Public Square, 1100 Terminal Tower  
Cleveland, OH 44113

**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:

See attached Delaware Certificate of Merger

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

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

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CERTIFICATE OF MERGER

1. The name and jurisdiction of formation or organization of each domestic limited partnership and other business entities which are to merge or consolidate is: Second Chapel Value Associates LP, a Delaware limited partnership; Mountain Ventures Tampa, LLC, a Delaware limited liability company; Goodforest LLC, a Florida limited liability company.

2. An agreement of merger has been approved and executed by each of the domestic limited partnerships, domestic limited liability companies and other business entities which are to merge.

3. The name of the surviving or resulting domestic limited partnership or other business entity is Goodforest LLC, a Florida limited liability company.

4. Non-applicable.

5. The merger shall become effective upon the filing of the last to be filed of the Certificates of Merger required to effect this merger.

6. The agreement of merger is on file at the place of business of the surviving business entity, Goodforest LLC, c/o Forest City Enterprises, Inc., 50 Public Square, 1100 Terminal Tower, Cleveland, Ohio 44113.

7. A copy of the Agreement of Merger will be furnished by the surviving business entity, Goodforest LLC, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity, which is to merge.

8. The surviving business entity, Goodforest LLC, a Florida limited liability company, agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of any domestic limited partnership or limited liability company which is to merge, and irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and specifying that a copy of such process shall be mailed to it by the Secretary of State at c/o Forest City Enterprises, Inc., 50 Public Square, 1100 Terminal Tower, Cleveland, Ohio 44113.

IN WITNESS WHEREOF, the undersigned surviving business entity resulting from the Merger has executed this Certificate this 18 day of April 2005.

GOODFOREST LLC, By its Administrative Member, Forest City Wiregrass, LLC, acting through its Manager, Forest City Commercial Group, Inc.

By: Brian J. Ratter  
Brian J. Ratter  
Its President of East Coast Development

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