



Division of Corporations

W05000035151

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Florida Department of State
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4/12 merger

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MERGER OR SHARE EXCHANGE

RMW UNIVERSITY CENTER SOUTH, 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:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. B&G PROPERTIES, LLC ("Merging Company") 21 BERMUDA RUNWAY ST. AUGUSTINE, FL 32080	MARYLAND	LLC
Florida Document/Registration Number: _____	FEI Number: 52-2343376	
2. _____	_____	_____
Florida Document/Registration Number: _____	FEI Number: _____	
3. _____	_____	_____
Florida Document/Registration Number: _____	FEI Number: _____	
4. _____	_____	_____
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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>
RMW UNIVERSITY CENTER SOUTH, LLC ("Surviving Co") 6170 A-1-A SOUTH, UNIT 119 ST. AUGUSTINE, FL 32080	FLORIDA	LLC

Florida Document/Registration Number: LC2000035151 FEI Number: 52-2343576

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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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>
B&G PROPERTIES, LLC ("Merging Company")	MARYLAND

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

<u>Name</u>	<u>Jurisdiction</u>
RMW UNIVERSITY CENTER SOUTH, LLC ("Surviving Company")	FLORIDA

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

The Merging Company shall be merged with and into the Surviving Company.

(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:

Each 1% of issued and outstanding limited liability company membership interest in the Merging Company shall be converted to a 1% of issued and outstanding limited liability company membership interest in the Surviving 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:

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:

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

If General Partner is a Non-Individual,
Florida Document/Registration Number

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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:

Robert M. Worgan
21 Bermuda Runway
St. Augustine, FL 32080

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:

- (a) The Merging Company was organized on January 27, 2000, and exists under the laws of the State of Maryland. The principal office of the Merging Company is in Baltimore County, Maryland.
- (b) The Surviving Company was organized on April 11, 2005, and exists under the laws of the State of Florida. The principal place of business of the Surviving Company is in Duval County, Florida.
- (c) The Merging Company and the Surviving Company own no interest in land in the State of Maryland.
- (d) These Articles of Merger were advised, authorized and approved by the Surviving Company by the execution of a Consent of the Sole Member of the Surviving Company dated April 11, 2005.
- (e) These Articles of Merger were advised, authorized and approved by Merging Company by the execution of a Consent of the Sole Member of the Merging Company dated April 11, 2005.
- (f) The terms and conditions of the transaction set forth in these Articles of Merger were advised, authorized and approved by the Surviving Company and the Merging Company in the manner and by the vote required by the laws of the State of Florida, the State of Maryland and the Charters of the Merging Company and the Surviving Company.

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

(Attach additional sheet(s) if necessary)

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