

LOS 000036153

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

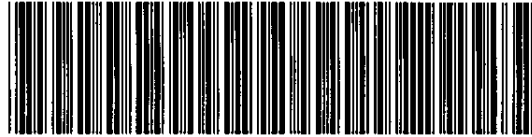
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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01/04/07--01033--004 **75.00

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07 JAN -4 PM 1:31

07 JAN -4 PM 1:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-4-07

LOS-36153
al

Jon C Mcghe Jr

Requester's Name

118 N Gadsden Street

Address

Tallahassee FL 32301

City/State/Zip

Phone #

681-3828

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Martin Street Apartments Middle LLC
(Corporation Name) (Document #)
2. Martin Street Apartments North LLC
(Corporation Name) (Document #)
3. Martin Street Apartments South LLC
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☒ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

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TALLAHASSEE, FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MARTIN STREET APARTMENTS MIDDLE, LLC	Florida	LOS-36153 limited liability company
MARTIN STREET APARTMENTS NORTH, LLC	Florida	LOS-36154 limited liability company
MARTIN STREET APARTMENTS SOUTH, LLC	Florida	LOS-36152 limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MARTIN STREET APARTMENTS MIDDLE, LLC	Florida	limited liability company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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EFFECTIVE DATE
1-4-07

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Merger effective on date of filing

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A - surviving entity
formed & organized under the laws of
FLA.

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

N/A

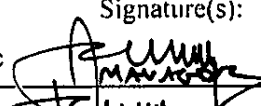
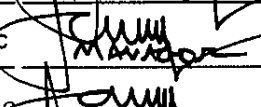

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
MARTIN STREET APARTMENTS MIDDLE, LLC		Jon C. Moyle, Jr., Manager <i>JCM Mgmt, LLC</i>
MARTIN STREET APARTMENTS NORTH, LLC		Jon C. Moyle, Jr., Manager <i>JCM Mgmt, LLC</i>
MARTIN STREET APARTMENTS SOUTH, LLC		Jon C. Moyle, Jr., Manager <i>JCM Mgmt, LLC</i>

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees:

For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

Certified Copy (optional): \$30.00

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 TALLAHASSEE, FLORIDA

**AGREEMENT AND PLAN OF MERGER
AMONG
MARTIN STREET APARTMENTS NORTH, LLC
(a Florida limited liability company)
AND
MARTIN STREET APARTMENTS MIDDLE, LLC
(a Florida limited liability company)
AND
MARTIN STREET APARTMENTS SOUTH, LLC
(a Florida limited liability company)**

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TALLAHASSEE, FLORIDA

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Agreement and Plan of Merger dated January 3, 2007, among MARTIN STREET APARTMENTS NORTH, LLC, a Florida limited liability company ("MSA North"), MARTIN STREET APARTMENTS MIDDLE, LLC, a Florida limited liability company ("MSA Middle"), and MARTIN STREET APARTMENTS SOUTH, LLC a Florida limited liability company ("MSA South").

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

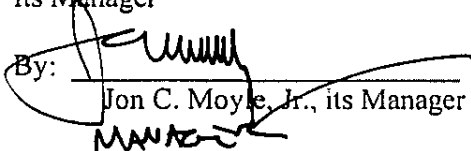
1. In accordance with the provisions of this Agreement, Chapter 608, Florida Statutes, the Effective Time (as defined below), MSA North, MSA Middle and MSA South shall be merged with and into MSA Middle (the "Merger"), the separate and corporate existence of MSA North and MSA South shall cease, and MSA Middle (the "Surviving Entity") shall continue its existence pursuant to the laws of Florida under its present name. (MSA North, MSA Middle and MSA South are collectively referred to as the "Constituent Entities").
2. The Merger shall become effective as of the date the articles of merger are filed with the Secretary of State of Florida (the "Effective Time").
3. The Surviving Entity shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.
4. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed, and the Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Time.

5. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:
- (a) each issued and outstanding membership interest of MSA North and MSA South Company shall be cancelled without payment of any consideration and without any conversion; and
 - (b) each membership interest of MSA Middle shall remain issued and outstanding.
6. The articles of organization of MSA Middle in effect immediately prior to the Effective Time shall continue without change and be the articles of organization of the Surviving Entity.
7. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.
8. The manager of the surviving LLC shall be:

JCM MANAGEMENT, LLC,
a Florida limited liability company
118 N. Gadsden Street
Tallahassee, FL 32301

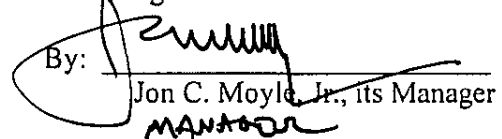
MARTIN STREET APARTMENTS NORTH, LLC,
a Florida limited liability company

By: JCM MANAGEMENT, LLC,
a Florida limited liability company
Its Manager

By: 
Jon C. Moyle, Jr., its Manager

MARTIN STREET APARTMENTS MIDDLE, LLC,
a Florida limited liability company

By: JCM MANAGEMENT, LLC,
a Florida limited liability company
Its Manager

By: 
Jon C. Moyle, Jr., its Manager

[Signatures Continued on Next Page]

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MARTIN STREET APARTMENTS SOUTH, LLC.
a Florida limited liability company

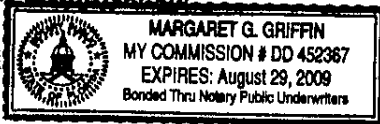
By: JCM MANAGEMENT, LLC,
a Florida limited liability company
Its Manager

By: [Signature]
Jon C. Moyle, Jr., its Manager

STATE OF FLORIDA
COUNTY OF Leon

The foregoing instrument was acknowledged before me this 4th day of January, 2007, by Jon C. Moyle, Jr., Manager of JCM MANAGEMENT, LLC, a Florida limited liability company the Manager of MARTIN STREET APARTMENTS NORTH, LLC, a Florida limited liability company who is ☒ personally known to me or who has ☐ produced NA as identification.

Affix Notary Seal



[Signature]
NOTARY PUBLIC

My Commission Expires: 8-29-09

STATE OF FLORIDA
COUNTY OF Leon

The foregoing instrument was acknowledged before me this 4th day of January, 2007, by Jon C. Moyle, Jr., Manager of JCM MANAGEMENT, LLC, a Florida limited liability company the Manager of MARTIN STREET APARTMENTS MIDDLE, LLC, a Florida limited liability company who is ☒ personally known to me or who has ☐ produced NA as identification.

Affix Notary Seal



[Signature]
NOTARY PUBLIC

My Commission Expires: 8-29-09

STATE OF FLORIDA
COUNTY OF Leon

The foregoing instrument was acknowledged before me this 4th day of January, 2007, by Jon C. Moyle, Jr., Manager of JCM MANAGEMENT, LLC, a Florida limited liability company the Manager of MARTIN STREET APARTMENTS SOUTH, LLC, a Florida limited liability company who is ☒ personally known to me or who has ☐ produced NA as identification.

Affix Notary



[Signature]
NOTARY PUBLIC

My Commission Expires: 8-29-09