

# WS000056548

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : GREENBERG TRAUIG (ORLANDO)  
Account Number : 103731001374  
Phone : (407) 418-2435  
Fax Number : (407) 420-5909

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TALLAHASSEE, FLORIDA

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## MERGER OR SHARE EXCHANGE

### First Mercantile, LLC

|                       |          |
|-----------------------|----------|
| Certificate of Status | 1        |
| Certified Copy        | 1        |
| Page Count            | 06       |
| Estimated Charge      | \$117.50 |

\$135.00

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# Greenberg Traurig

## Transmittal Cover Sheet

**TO** Florida Secretary of State  
**Company** Division of Corporations  
**Fax Number** (850) 617-6380  
**Phone Number**  
**FROM** Heather Irving  
**File Number** 065348.010100  
**Comments**

Re: (((H08000133411 3)))

Attached please find Certificate of Merger with attached Plan of Merger with First Mercantile, LLC as the surviving entity for filing. Please return a certificate of status and a certified copy with the filing confirmation.

This filing was originally filed yesterday and abandoned. We would appreciate receiving yesterday's (May 19, 2008) filing date for this filing to reflect that original filing.

Thank you for your assistance. Please contact me if you have any questions.

**Date** May 20, 2008  
**Time**  
**No. Pages** Including this cover sheet 8

Please notify us immediately if not received properly at 407-420-1000.

The information contained in this transmission is attorney privileged and confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone collect and return the original message to us at the address below via the U.S. Postal Service. We will reimburse you for your postage. Thank you.

450 South Orange Avenue, Suite 850, Orlando, Florida 32801 (407) 420-1000 Fax (407) 420-6909

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STATE OF FLORIDA  
CERTIFICATE OF MERGER

The following Certificate of Merger is submitted in accordance with Sections 608.4382 and 620.8918, 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>       |
|---|---------------------|-------------------------------|
| LOS-110304<br>LOS-56548<br>GROS-2881<br>LOS-110311<br>FIRST RESIDENTIAL LLC | Florida             | Limited Liability Company     |
| FIRST MERCANTILE, LLC   | Florida             | Limited Liability Company     |
| URBAN CORE PARTNERS LLP   | Florida             | Limited Liability Partnership |
| URBAN APPROACH LLC  | Florida             | Limited Liability Company     |

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

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u>        |
|--------------------------------|---------------------|---------------------------|
| FIRST MERCANTILE, LLC          | Florida             | Limited Liability Company |

**THIRD:** The attached Plan of Merger was approved by each domestic limited liability company and limited liability partnership that is a party to the merger in accordance with the applicable provisions of Chapters 608 and 620, Florida Statutes.

**FOURTH:** The Articles of Organization of FIRST MERCANTILE LLC as in effect immediately prior to the merger shall be amended to change the name of the surviving limited liability company to "URBAN CORE PARTNERS LLC," and as so amended shall be the Articles of Organization of the surviving limited liability company.

**FIFTH:** The merger shall be effective as of the date the Articles of Merger are filed with the Florida Department of State.

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IN WITNESS WHEREOF, the undersigned has caused this Certificate of  
Merger to be executed and acknowledged as of May 15, 2008.

[Signature page follows]

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TALLAHASSEE, FLORIDA

Signature page to  
Certificate of Merger  
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MAY. 20. 2008 10:20AM

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**FIRST RESIDENTIAL, LLC, a**  
Florida limited liability company

By: SE Brandon  
Name: Stephen E. Brandon  
Title: Authorized Person

**FIRST MERCANTILE, LLC**  
a Florida limited liability company

By: SE Brandon  
Name: Stephen E. Brandon  
Title: Authorized Person

**URBAN CORE PARTNERS, LLP,**  
a Florida limited liability partnership

By: **URBAN APPROACH LLC,**  
a Florida limited liability company, its General  
Partner

By: SE Brandon  
Name: Stephen E. Brandon  
Title: Authorized Person

**URBAN APPROACH LLC,**  
a Florida limited liability company

By: SE Brandon  
Name: Stephen E. Brandon  
Title: Authorized Person

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TALLAHASSEE, FLORIDA

Signature page to  
Certificate of Merger  
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## PLAN OF MERGER

THIS PLAN OF MERGER is made and entered into effective as of May \_\_\_\_, 2008, by and between FIRST RESIDENTIAL, LLC, a Florida limited liability company, URBAN CORE PARTNERS LLP, a Florida limited liability partnership, URBAN APPROACH LLC, a Florida limited liability company (hereinafter sometimes referred to collectively as the "Merged Entities"), and FIRST MERCANTILE, LLC, a Florida limited liability company (the "Surviving Entity"). The Merged Entities and the Surviving Entity are hereinafter sometimes referred to as the "Constituent Entities."

### WITNESSETH:

WHEREAS, the parties desire that the Merged Entities merge into the Surviving Entity in a manner which conforms to applicable laws of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, representations and warranties hereinafter set forth, the parties hereto agree as follows:

1. **Merger.** The Merged Entities shall merge into the Surviving Entity in accordance with Sections 608.438 and 620.2106, Florida Statutes (the "Merger").
2. **Effective Date.** The Merger shall be effective as of the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").
3. **Rights of the Surviving Entity.** Upon the Effective Date: (a) the Merged Entities and the Surviving Entity shall become a single limited liability company and the separate existence of the Merged Entities shall cease; (b) the Surviving Entity shall succeed to and possess all of the rights, privileges, powers and immunities of the Merged Entities which, together with all of the assets, properties, business, patents, trademarks, and goodwill of the Merged Entities, of every type and description wherever located, real, personal or mixed, whether tangible or intangible, including without limitation, all accounts receivable, banking accounts, cash and securities, claims and rights under contracts, and all books and records relating to the Merged Entities shall vest in the Surviving Entity without further act or deed and the title to any real property or other property vested by deed or otherwise in the Merged Entities shall not revert or in any way be impaired by reason of the Merger; (c) all rights of creditors and all liens upon any property of the Constituent Entities shall be unimpaired; the Surviving Entity shall be subject to all the contractual restrictions, disabilities and duties of the Constituent Entities; and all debts, liabilities and obligations of the respective Constituent Entities shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities and obligations had been incurred or contracted by it; provided, however, that nothing herein is intended to or shall extend or enlarge any obligation or the lien of any indenture, agreement or other instrument executed or assumed by the Constituent Entities; and (d) without limitation of the foregoing provisions of this Section 3, all limited liability company and partnership acts, plans, policies, contracts, approvals and authorizations of the Constituent Entities, their members, managers, partners, committees elected or appointed by the managers, officers and agents, which were valid and effective and which did not have terms expressly requiring termination by virtue of the Merger, shall be taken for all purposes as the acts, plans,

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policies, contracts, approvals and authorizations of the Surviving Entity as they were with respect to the Constituent Entities.

4. **Articles of Organization, Limited Liability Company Operating Agreement, Members of Surviving Entity.** Upon the Effective Date: (a) the Articles of Organization of the Surviving Entity as in effect immediately prior to the Effective Time shall be amended to change the name to change the name to "Urban Core Partners LLC," and as so amended shall continue as the Articles of Organization until thereafter amended or cancelled in the manner provided by law; (b) the Limited Liability Company Operating Agreement of the Surviving Entity shall continue as the Limited Liability Company Operating Agreement of the Surviving Entity until terminated in the manner provided by law; and (c) the members of the Surviving Entity shall remain the members of the Surviving Entity.

5. **Conversion of Interests.** At the Effective Time, each then outstanding interest in the Merged Entities shall, by virtue of the Merger and without any action on the part of the holders thereof, be cancelled and cease to exist and no consideration shall be issued in respect thereof.

6. **Entire Agreement.** This Agreement contains the entire agreement between the parties with respect to the Merger, and supersedes all prior agreements, written or oral, with respect thereto.

7. **Waivers and Amendments.** This Agreement may not be amended, modified, superseded, cancelled, renewed, extended or waived except by a written instrument signed by the parties, or, in the case of a waiver, by the party waiving compliance.

8. **Governing Law.** This Agreement shall be governed and construed in accordance with the laws of the State of Florida.

9. **Headings.** The headings in this Agreement are for reference purposes only and shall not in any way affect the meaning or interpretation of this Agreement.

10. **Severability of Provisions.** The invalidity or unenforceability of any term, phrase, clause, paragraph, restriction, covenant, agreement or other provision of this Agreement shall in no way affect the validity or enforcement of any other provision or any part thereof.

5. **Counterparts.** This Agreement may be executed in any number of counterparts, each of which when so executed shall constitute an original copy hereof, but all of which together shall be considered but one in the same document.


**IN WITNESS WHEREOF,** the parties have executed this Plan of Merger effective as of the date first above written.

[Signature page follows]


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**FIRST RESIDENTIAL LLC, a**  
Florida limited liability company

By:   
Name: Stephen E. Brandon  
Title: Authorized Person

**FIRST MERCANTILE, LLC,**  
a Florida limited liability company


By:   
Name: Stephen E. Brandon  
Title: Authorized Person

**URBAN CORE PARTNERS LLP,**  
a Florida limited liability partnership,  
its General Partner

By: **URBAN APPROACH LLC,**  
a Florida limited liability company

By:   
Name: Stephen E. Brandon  
Title: Authorized Person

**URBAN APPROACH LLC,**  
a Florida limited liability company

By:   
Name: Stephen E. Brandon  
Title: Authorized Person

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TALLAHASSEE, FLORIDA

signature page to

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GREENBERG TRAURIG

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