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MERGER OR SHARE EXCHANGE

Carter/2417 South Orange Avenue, LLC

Certificate of Status	0
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**CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with Section 608.4382 of the Florida Statutes.

FIRST: The exact name, street address, form/entity type, and jurisdiction of the merging party are as follows:

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Crossman/2417 South Orange Avenue, LLC 3333 South Orange Avenue, Suite 202 Orlando, Florida 32806-8500	Florida	LLC

L05-59729

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

<u>Name and Address</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Carter/2417 South Orange Avenue, LLC* 3333 South Orange Avenue, Suite 200 Orlando, Florida 32806-8500	Florida	LLC

L05-59726

*Pursuant to the attached Plan of Merger, the surviving party will change its name to Orange Avenue Commons, LLC.

THIRD: The attached Agreement and Plan of Merger meets the requirements of Sections 608.438 and 608.4382, Florida Statutes; was approved by the merging party in accordance with Chapter 608, Florida Statutes; and was approved by the surviving party in accordance with Chapter 608, Florida Statutes.

FOURTH: The merger shall become effective as of the date this Certificate of Merger is filed with Florida Department of State.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Regulations, Operating Agreement or Certificate of Organization of any limited liability company that is a party to the merger.

SIXTH: The Certificate of Merger complies with, and was executed in accordance with, the laws of the State of Florida, which is each party's applicable jurisdiction.

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SEVENTH: Signatures for each Party:

Name

Signature

Typed Name

Carter/2417 South Orange
Avenue, LLC



Daryl M. Carter, as President
of Carter/2417 South Orange
Avenue, LLC

Crossman/2417 South Orange
Avenue, LLC



Scott E. Crossman, as
President of Crossman/2417
South Orange Avenue, LLC

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is entered into this 10th day of February, 2006, by and among Crossman/2417 South Orange Avenue, LLC, a Florida limited liability company and Carter/2417 South Orange Avenue, LLC, a Florida limited liability company.

RECITALS

A. The sole member of Crossman/2417 South Orange Avenue, LLC (the "Merging Company") has resolved, approved and agreed that the Merging Company shall be merged pursuant to the Florida Limited Liability Company Act and this Plan of Merger with and into Carter/2417 South Orange Avenue, LLC, which company will be the "Surviving Company."

B. The sole member of the Surviving Company has approved the merger described herein upon the terms and conditions hereinafter set forth below, and has approved this Plan of Merger.

C. The execution and delivery of this agreement and the performance of each respective company's obligations hereunder have been duly authorized by all necessary company action and no other proceedings on the part of either company are necessary to authorize the execution of this Plan of Merger and the consummation of the transactions contemplated hereby.

NOW, THEREFORE, in consideration of the mutual promises set forth herein, the parties hereby agree in accordance with the Florida Limited Liability Company Act that Crossman/2417 South Orange Avenue, LLC shall be, at the Effective Date (as hereinafter defined), merged (hereafter, the "Merger") with and into Carter/2417 South Orange Avenue, LLC, in accordance with the following agreements, terms and conditions:

1. **Recitals.** The recitals set forth in Paragraphs A through C above are true and correct and are hereby incorporated herein by reference.

2. **Effects of Merger.**

2.1 **Certain Effects of Merger.** On the Effective Date, the separate existence of the Merging Company shall cease, and the Merging Company shall be merged with and into the Surviving Company, which shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of the Merging Company, and all and singular, the rights, privileges, powers and franchises of the Merging Company, and all property, real, personal and mixed, and all debts due to the Merging Company, on whatever account, as well for all other things in action or belonging to the Merging Company, shall be vested in the Surviving Company; and all property, rights, privileges, powers and franchises and all and every other interest of the Merging Company shall thereafter be the property of the Surviving Company, and the title to any real estate

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vested by deed or otherwise, under the laws of Florida or any other jurisdiction, in the Merging Company shall not revert or be in any way impaired and shall be and become the property of the Surviving Company; but all rights of creditors and all liens upon any property of the Merging Company, shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Company shall thenceforth attach to the Surviving Company and may be enforced against the Surviving Company to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Company. At any time, or from time to time, after the Effective Date, the last acting officers or members of the Merging Company, or the corresponding officers or members of the Surviving Company, may, in the name of the Merging Company, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Company may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Company title to and possession of all of the Merging Company's properties, rights, privileges, powers, franchises, and immunities, and otherwise to carry out the purposes of this Plan of Merger.

3. Name of Surviving Company; Articles of Organization.

3.1 Name of Surviving Company. The name of the Surviving Company from and after the Effective Date shall be Orange Avenue Commons, LLC. The name and address of the managing member of the surviving entity is: Carter-Crossman Investments, Ltd., 3333 South Orange Avenue, Suite 200, Orlando, Florida 32806-8500.

3.2 Articles of Organization. The Articles of Organization of Carter/2417 South Orange Avenue, LLC, as in effect on the date hereof, shall from and after the Effective Date be, and continue to be, the Articles of Organization of the Surviving Company until changed or amended as provided by law, except that Article I of the Articles of Organization of Carter/2417 South Orange Avenue, LLC shall be amended in its entirety to read as follows:

"ARTICLE I - NAME OF COMPANY

The name of the limited liability company is Orange Avenue Commons, LLC (the "Company")."

4. Operating Agreement. The Operating Agreement of Carter/2417 South Orange Avenue, LLC as in effect on the date hereof shall, from and after the Effective Date, be and continue to be the Operating Agreement of the Surviving Company until changed or amended as provided therein, except that:

4.1 any and all references to "Carter/2417 South Orange Avenue, LLC" shall be deleted and replaced with "Orange Avenue Commons, LLC";

4.2 the name of the Member in Section 4.1 shall be deleted and replaced with "Carter-Crossman Investments, Ltd.";

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4.3 Section 7.4.C., last sentence, shall be deleted and replaced with, "The vice president of the Company shall be Scott E. Crossman"; and

4.4 Section 7.4.E, last sentence, shall be deleted and replaced with "the secretary of the Company shall be Scott E. Crossman."

5. No Additional Membership Interest in Surviving Company. As of the Effective Date, and because of the common identity and unity of ownership of the member of each of the Merging Company and the Surviving Company, the member of the Merging Company will not receive any further interest in the Surviving Company.

6. Miscellaneous.

6.1 Effective Date. The "Effective Date" of the Merger shall be as of the date of the filing of the Certificate of Merger with the Florida Secretary of State.

This Plan of Merger has been executed by the parties hereto on the date first above written.

"MERGING COMPANY"

CROSSMAN/2417 SOUTH ORANGE AVENUE,
LLC

By: 

Scott E. Crossman, President

"SURVIVING COMPANY"

CARTER/2417 SOUTH ORANGE AVENUE, LLC

By: 

Daryn M. Carter

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