

L05000065558

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

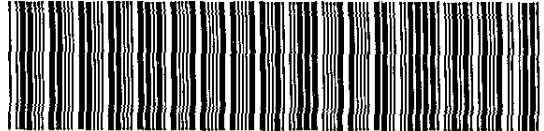
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000056661360

07/05/05--01002--009 **155.00

07/05/05--01002--010 **30.00

RECEIVED
05 JUL -1 PM 3:53
DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
05 JUL -1 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 1, 2005

FILED
05 JUL - 1 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 6400208 SO
Customer Reference 1:
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

Team Retail Beach Holdings, LLC (FL)
Merger (Survivor)
Florida

~~Team Retail Beach Holdings, LLC (FL)~~
~~Team Retail Beach Holdings, LLC (FL)~~
~~Team Retail Beach Holdings, LLC (FL)~~

x cert 2102
COP



Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

2004
05 JUL - 1 AM 9:58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. Team Retail Beach Holdings, LLC 9362 Hollow Way Road Dallas, Texas 75220	Florida	LLC
---	---------	-----

Florida Document/Registration Number: LO5000065558 FEI Number: 26-0014563

2. Team Retail Ogden, Ltd. 9362 Hollow Way Road Dallas, Texas 75220	Texas	LP
---	-------	----

Florida Document/Registration Number: N/A FEI Number: 26-0014563

3. Team Retail Rancho, Ltd. 9362 Hollow Way Road Dallas, Texas 75220	Texas	LP
--	-------	----

Florida Document/Registration Number: N/A FEI Number: 75-3015313

4. Team Retail Cordova, L.C. 9362 Hollow Way Road Dallas, Texas 75220	Texas	LLC
---	-------	-----

Florida Document/Registration Number: N/A FEI Number: 75-3015305

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>
1. Team Retail Beach Holdings, LLC 9362 Hollow Way Road Dallas, Texas 75220	Florida	LLC

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.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

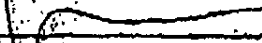
ELEVENTH: SIGNATURES FOR EACH PARTY

**TEAM RETAIL BEACH HOLDINGS,
LLC, a Florida limited
liability company**

By: 
Worth Williams, Manager

**TEAM RETAIL OGDEN, LTD.,
a Texas Limited Partnership**

By: **TEAM RETAIL, L.C., a Texas
limited liability company,
General Partner**

By: 
Worth Williams,
Managing Member

**TEAM RETAIL RANCHO, LTD., a
Texas limited partnership**

By: **TEAM RETAIL CORDOVA, L.C., a
Texas limited liability
company, General Partner**

By: 
Worth Williams,
Managing Member

(3)

07/01/05 09:13 FAX 8164722597

LEWIS RICE & FINGERSE

0007

TEAM RETAIL CORDOVA, L.C., a
Texas limited liability company

By: _____
Wolfe Williams, Manager

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 620.20 1, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
1. Team Retail Beach Holdings, LLC	Florida
2. Team Retail Ogden, Ltd.	Texas
3. Team Retail Rancho, Ltd.	Texas
4. Team Retail Cordova, L.C.	Texas

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

<u>Name</u>	<u>Jurisdiction</u>
1. Team Retail Beach Holdings, LLC	Florida

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

(Attach additional sheet(s) if necessary)

On the date hereof and as a result of and pursuant to the Merger:

1. Team Retail Ogden, Ltd., Team Retail Rancho, Ltd. and Team Retail Cordova, L.C. shall be merged into Team Retail Beach Holdings, LLC.

2. The real properties owned by Team Retail Ogden, Ltd. and Team Retail Rancho, Ltd. (legally described on Exhibit A attached hereto) and all of the other assets, rights, contracts and franchises held by Team Retail Ogden, Ltd., Team Retail Rancho, Ltd. and Team Retail Rancho, Ltd. (collectively, the "Terminating Entities") shall be vested and shall continue without interruption in Team Retail Beach Holdings, LLC (the "Surviving Party") and shall thereafter be the sole property of the Surviving Party as the surviving party to the merger; and

3. All valid and enforceable rights of creditors and valid and enforceable liens, debts, liabilities, obligations and duties (collectively, the "Obligations") of the Terminating Entities shall thenceforth attach to and be assumed by the Surviving Party and may be enforced against it to the same extent as if the Obligations had been initially

incurred or contracted by the Surviving Party; PROVIDED, HOWEVER, that the attachment and assumption of the Obligations shall not be construed as nor have the effect of converting any nonrecourse debt, liability or obligation to a recourse debt, liability or obligation of the Surviving Party.

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 partner or member of a Terminating Entity or the Surviving Party shall receive a pro rata interest in the Surviving Party equal to its proportionate share of the net assets (net of liabilities) owned by or being transferred to the Surviving Party by the Terminating Entities.

- 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:

None Applicable

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:

N/A

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:

Worth Williams, and
Dana Ann Williams
9362 Hollow Way Road
Dallas, Texas 75220

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:

N/A

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

None

Exhibit A
Legal Description of Properties

(Plan of Merger)

Property Owned by Team Retail Ogden, Ltd.

Commence at the Northwest corner of Government Lot 14, Section 19, Township 3 South, Range 18 West, Walton County, Florida; thence South 83 degrees 04 minutes East along the North line of said Lot 14, 69.30 feet; thence South 01 degrees 02 minutes West 410.17 feet more or less to the mean high water line of the Gulf of Mexico; thence Northwesterly along said water line 73.0 feet more or less; thence North 01 degrees 02 minutes East, 395.27 feet more or less to the Point of Beginning.

Real Property Owned by Team Retail Rancho, Ltd.

Lot 13, Government Subdivision Section 19, Township 3 South, Range 18 West, Walton County, Florida.