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PAGE 01/05

AUG. 30. 2005 10:38AM
Division of Corporations

ROGERS TOWERS

NO. 1497
Page 1/5
Page 01/1

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

HAMMOCK DUNES REAL ESTATE COMPANY, LLC

Certificate of Status	1
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EFFECTIVE DATE
9-1-05

AUG. 30. 2005 10:58AM ROGERS TOWERS

NO. 1497—P. 2/5

H05000207233

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Sections 607.1109 and 608.4382, Florida Statutes.

Article 1. Merging Entity. The name, street address of its principal office, jurisdiction, and entity type of the merging entity are:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Hammock Dunes Real Estate Company 2 Camino Del Mar Palm Coast, Florida 32137 Florida Document Number: 416680	Florida	Corporation
	FEI Number: 13-2809532	

Article 2. Surviving Entity. The name, street address of its principal office, jurisdiction, and entity type for the surviving entity are:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Hammock Dunes Real Estate Company, LLC 2 Camino Del Mar Palm Coast, Florida 32137 Florida Document Number: 405000035658	Florida	Limited Liability Company
	FEI Number: 13-2809532	

Article 3. Plan of Merger. The attached Plan of Merger meets the requirements of Sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

Article 4. Authorization. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement or the articles of organization of any limited liability company that is a party to the merger.

Article 5. Effective Date. The merger shall become effective as of September 1, 2005.

Article 6. Compliance with Law. These Articles of Merger comply with, and were executed in accordance with, the laws of each party's applicable jurisdiction.

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TALLAHASSEE, FLORIDA
JULY 2005

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ROGERS TOWERS

NO. 1497—P. 3/5

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HAMMOCK DUNES REAL ESTATE COMPANY
a Florida corporation

By: 
Name: Terry G. Pendleton
Title: President

HAMMOCK DUNES REAL ESTATE COMPANY, LLC
a Florida limited liability company

By: 
Name: Terry G. Pendleton
Title: Manager

Doc 916216_1

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TALLAHASSEE, FLORIDA

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NO. 1497—P. 4/5

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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 Sections 607.1108 and 608.438, Florida Statutes, is being submitted in accordance with Sections 620.203 and 608.4382, Florida Statutes.

1. Merging Entity. The merging entity is Hammock Dunes Real Estate Company, a Florida corporation (the "Corporation").

2. Surviving Entity. The surviving entity is Hammock Dunes Real Estate Company, LLC, a Florida limited liability company (the "Limited Liability Company").

3. Terms and Conditions of Merger. Upon the Effective Date, each share of the Corporation outstanding at that time shall without further action be converted into and exchanged for an interest in the Limited Liability Company in accordance with this Plan of Merger.

4. Effect of Merger. On the Effective Date, the separate existence of the Corporation shall cease, and the Limited Liability Company shall be fully vested in the Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties.

5. Conversion of Shares of the Corporation. The manner and basis of converting the outstanding interests of the Partnership into the interests of the Limited Liability Company are as follows:

Each share of the Corporation outstanding immediately prior to the merger will be exchanged for one membership interest in the Limited Liability Company on the effective date of the merger.

6. Articles of Organization of the Limited Liability Company. No amendment to the Articles of Organization of the Limited Liability Company is required on account of the merger.

7. Manager of the Limited Liability Company. The Limited Liability Company is managed by a manager. The name and address of the manager of the Limited Liability Company is:

Terry G. Peadleton
2 Camino Del Mar
Palm Coast, FL 32137

8. Effective Date. The merger shall become effective as of September 1, 2005 (the "Effective Date").

9. Supplemental Action. If at any time after the Effective Date the Limited Liability Company determines that any further conveyances, agreements, documents, instruments, and assurances, or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers of the Limited Liability Company or the Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the Limited Liability Company, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Limited Liability Company, or to otherwise carry out the provisions of this Plan of Merger.

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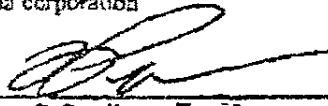
ROGERS TOWERS

NO. 1497—P. 5/5—

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IN WITNESS WHEREOF, both the Corporation and the Limited Liability Company have caused this Plan of Merger to be executed as of the 30 day of August, 2005.

Hammock Dunes Real Estate Company,
a Florida corporation

By: 
Terry G. Pendleton, President

Hammock Dunes Real Estate Company, LLC,
a Florida limited liability company

By: 
Terry G. Pendleton, Manager

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