

LD5000100690

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(Address)

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D. BRUCE

SEP 04 2012

EXAMINED

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August 30, 2012

Via Federal Express

Division of Corporations
Department of State
2661 W. Executive Center Circle
Tallahassee, Florida 32301

Re: Certificate of Merger for Atlantic North, LLC

Gentlemen:

Enclosed are two counterpart originals of the Merger document between Atlantic North Commercial, LLC, North West Kernan Retail Properties, LLC and Atlantic Mixed Use Properties, LLC and a name change for the surviving entity to Atlantic North, LLC.

Please send us a certified copy of the filed Certificate of Merger for our files. Also included is a check in the amount of \$105.00 (\$75.00 to file and \$30.00 for the certified copy) to cover this filing and the certified copy.

Please let me know if you have any questions regarding this package.

Sincerely,

Barbara Humphrey, CLA, FRP
Barbara Humphrey, CLA, FRP
Florida Registered Paralegal

Enclosures

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CERTIFICATE OF MERGER
OF
ATLANTIC NORTH COMMERCIAL, LLC AND
NORTH WEST KERNAN RETAIL PROPERTIES, LLC
INTO
ATLANTIC MIXED USE PROPERTIES, LLC,
AND
CHANGE OF NAME TO ATLANTIC NORTH, LLC

THIS CERTIFICATE OF MERGER is submitted in accordance with Section 608.4382,
Florida Statutes:

FIRST: The name and form of each party to this merger and the jurisdiction under which it is organized are as follows:

<i>Name and Street Address</i>	<i>Entity Type</i>	<i>Jurisdiction</i>	<i>Document No.</i>
Atlantic Mixed Use Properties, LLC 1 Sleiman Parkway, Suite 270 Jacksonville, Florida 32216	limited liability company	Florida	L05000100690
North West Kernan Retail Properties, LLC 1 Sleiman Parkway, Suite 270 Jacksonville, Florida 32216	limited liability company	Florida	L05000100699
Atlantic North Commercial, LLC 1 Sleiman Parkway, Suite 270 Jacksonville, Florida 32216	limited liability company	Florida	L05000100702

SECOND: The name and form of the surviving entity and the jurisdiction under which it is organized (the surviving entity was not created by this merger) are:

<i>Name and Street Address</i>	<i>Entity Type</i>	<i>Jurisdiction</i>	<i>Document No.</i>
Atlantic Mixed Use Properties, LLC 1 Sleiman Parkway, Suite 270 Jacksonville, Florida 32216	limited liability company	Florida	L05000100690

THIRD: The attached Plan of Merger was approved by each party to this merger in accordance with the applicable provisions of Chapter 608, Florida Statutes and the organizational documents of each party:

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FOURTH: This merger shall be effective on the date the Certificate of Merger is filed, as evidenced by the Department of State's imprint with the date of filing.

FIFTH: The Plan of Merger contains the following amendments to the articles of organization of the surviving entity, to be effective at the effective date of the merger:

ARTICLE I
NAME

The name of the company shall be changed to "Atlantic North, LLC"

ARTICLE II
ADDRESS

The principal place of business of the company shall be
1 Sleiman Parkway, Suite 270, Jacksonville, Florida 32216




ARTICLE III
REGISTERED AGENT AND OFFICE

The address of the registered office of the company shall be
1 Sleiman Parkway, Suite 270, Jacksonville, Florida 32216,
and the registered agent of the company shall be Robert K. White.

ARTICLE IV
MANAGEMENT

The company shall be managed by one or more managers, in accordance with Chapter 608, Florida Statutes and the operating agreement of the company.

SIXTH: Execution of the Certificate of Merger by each party:

<i>Name of Entity</i>	<i>Signature</i>	<i>Name and Title</i>
Atlantic Mixed Use Properties, LLC		Eli T. Sleiman, Jr. Its Manager
North West Kernan Retail Properties, LLC		Eli T. Sleiman, Jr. Its Manager
Atlantic North Commercial, LLC		Eli T. Sleiman, Jr. Its Manager

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PLAN OF MERGER

THIS PLAN OF MERGER of ATLANTIC NORTH COMMERCIAL, LLC, a Florida limited liability company, and NORTH WEST KERNAN RETAIL PROPERTIES, LLC, a Florida limited liability company (each a "Merged Party," and together the "Merged Parties"), into ATLANTIC MIXED USE PROPERTIES, LLC, a Florida limited liability company (the "Surviving Party"), has been approved as of August 30, 2012 by all of the members and managers of the Merging Parties and the Surviving Party in accordance with Chapter 608, Florida Statutes and the articles of organization and operating agreement of each party.

1. Upon the effective date of this merger, the Merged Parties shall merge into the Surviving Party pursuant to Section 608.438, Florida Statutes.

2. Because the membership of the Merged Parties and the membership of the Surviving Party are identical in all respects, the entire membership interest in each of the Merged Parties shall be merged with the membership interest in the Surviving Party, so that there shall be no change in the identity or percentage of ownership among the members as a result of this merger, and there shall be no conversion, in whole or in part, of membership interests of the parties into cash or other property.

3. The following amendments to the articles of organization of the Surviving Party shall be effective at the effective date of the merger:

(a) *Name.* The name of the Surviving Party shall be "Atlantic North, LLC".

(b) *Principal Address.* The principal place of business of the Surviving Party shall be 1 Sleiman Parkway, Suite 270, Jacksonville, Florida 32216.

(c) *Registered Office and Registered Agent.* The address of the registered office of the Surviving Party shall be 1 Sleiman Parkway, Suite 270, Jacksonville, Florida 32216, and the registered agent of the Surviving Party shall be Robert K. White.

(d) *Management.* The Surviving Party shall be managed by one or more managers, in accordance with Chapter 608, Florida Statutes and the operating agreement of the Surviving Party.

4. The managers and officers of the Surviving Party immediately prior to the effective date of the merger shall remain the managers and officers of the Surviving Party after the merger.

5. Upon consummation of the merger, the Surviving Party shall succeed, without further act, deed or other transfer, to all of the rights and property of the Merged Parties, and shall be subject to all of the debts, liabilities, and obligations of the Merged Parties in the same manner as if incurred by the Surviving Party.

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TALLAHASSEE, FLORIDA

6. All rights of creditors and all liens upon or arising from the property of the Surviving Party and the Merged Parties shall be preserved unimpaired by the merger, provided that the liens and obligations upon property of the Merged Parties shall be limited to the property encumbered thereby immediately prior to the time the merger is effective.

7. Any action or proceeding pending by or against either Merged Party may be prosecuted to judgment, which shall bind the Surviving Party, or the Surviving Party may be proceeded against or substituted in its place.

8. This merger shall be effective upon filing the certificate of merger required by Section 608.4382, Florida Statutes, by the Florida Department of State.

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