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TALLAHASSEE, FLORIDA

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T. CLINE

DEC 16 2009

EXAMINER

**ROBERT A. HEEKIN**  
ATTORNEY AT LAW

1 SLEIMAN PARKWAY  
SUITE 280  
JACKSONVILLE, FLORIDA 32216

(904) 636-9777  
FAX (904) 636-5665  
ROB@HEEKINLAW.COM

December 14, 2009

*Via Overnight Delivery*

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

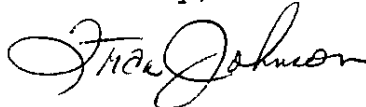
RE: Certificate of Merger

Registration Section:

Enclosed is the *Certificate of Merger of Chester Industrial LLC Into Villages of Amelia, LLC*. Also enclosed is our check in the amount of \$80.00 which represents \$25.00 for each limited liability company merged and \$30.00 for a certified copy.

If you have any questions, please feel free to contact our office.

Sincerely,



Fran Johnson

FJ

Enclosures

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**CERTIFICATE OF MERGER  
OF  
CHESTER INDUSTRIAL LLC  
INTO  
VILLAGES OF AMELIA, LLC**

The following Certificate of Merger is submitted in accordance with Section 608.4382, Florida Statutes.

FIRST: The name and form of each merging party and the jurisdiction of their governing law are as follows:

	<i>Name and Street Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>
1.	Chester Industrial LLC 1 Sleiman Parkway, Suite 270 Jacksonville, Florida 32216	Florida	limited liability company

	<i>Name and Street Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>
2.	Villages of Amelia, LLC 1 Sleiman Parkway, Suite 270 Jacksonville, Florida 32216	Florida	limited liability company

SECOND: The name and form of the surviving party and the jurisdiction of its governing law are as follows (the surviving party was not created by the merger):

<i>Name and Street Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>
Villages of Amelia, LLC 1 Sleiman Parkway, Suite 270 Jacksonville, Florida 32216	Florida	limited liability company

THIRD: The attached plan of merger was approved by American General Properties, LLC, the sole member of both of the merging parties, in accordance with the applicable provisions of Chapter 608, Florida Statutes.

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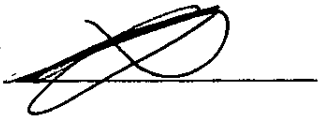

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FOURTH: The merger is effective on the date and at the time this Certificate is filed as evidenced by the Department of State's endorsement of the date and time on the Certificate.

FIFTH: There are no amendments to the articles of organization of the surviving party provided for in the plan of merger.

SIXTH: The surviving party is organized under the laws of the State of Florida.

SEVENTH: Signatures for each party:

<i>Name of Entity</i>	<i>Signature</i>	<i>Typed Name of Individual</i>
Chester Industrial LLC		Eli T. Sleiman, Jr. Manager
Villages of Amelia, LLC		Eli T. Sleiman, Jr. Manager

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## PLAN OF MERGER

The following Plan of Merger between VILLAGES OF AMELIA, LLC, a Florida limited liability company (the "Surviving Party"), and CHESTER INDUSTRIAL LLC, a Florida limited liability company (the "Disappearing Party") has been approved as of December 14, 2009 by the Surviving Party, the Disappearing Party, and their sole member, AMERICAN GENERAL PROPERTIES, LLC, a Florida limited liability company (the "Parent Company").

1. The Disappearing Party shall merge with and into the Surviving Party pursuant to Section 608.438, Florida Statutes.
2. The entire membership interest in the Disappearing Party, which is wholly owned by the Parent Company, shall be merged with and into the entire membership interest in the Surviving Party, which is also wholly owned by the Parent Company.
3. There shall be no amendment to the articles of organization or operating agreement of the Surviving Party as a result of this Plan of Merger.
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.
5. Upon consummation of the merger, the Surviving Party shall succeed, without other transfer, to all the rights and property of the Disappearing Party and shall be subject to all the debts, liabilities, and obligations of the Disappearing Party in the same manner as if incurred by the Surviving Party.
6. All rights of creditors and all liens upon or arising from the property of the Surviving Party and the Disappearing Party shall be preserved unimpaired, provided that the liens and obligations upon property of the Disappearing Party shall be limited to the property affected thereby immediately prior to the time the merger is effective.
7. Any action or proceeding pending by or against the Disappearing 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.

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