

L06000046117

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 164021 80457A

AUTHORIZATION :

COST LIMIT : \$ 107.50

FILED  
2006 JUN -8 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : June 8, 2006

ORDER TIME : 9:21 AM

ORDER NO. : 164021-005

CUSTOMER NO: 80457A

ARTICLES OF MERGER

MASONOVA, LTD.

INTO

MASONOVA, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: \_\_\_\_\_

**CERTIFICATE OF MERGER  
OF  
MASONOVA, LTD  
AND  
MASONOVA, LLC**

**FILED**  
2006 JUN -8 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A98000001601  
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**THIS CERTIFICATE OF MERGER** is made pursuant to Florida Statutes 608.4382 and pertains to a merger between MASONOVA, LTD, as the acquired entity, and MASONOVA, LLC, as the acquiring and surviving entity.

1. The Plan of Merger whereby MASONOVA, LTD. will be acquired by and merged into MASONOVA, LLC as the surviving entity has been adopted, and was approved by each limited liability company in accordance with the applicable provisions of Florida Statutes Chapter 608. A copy of the Plan of Merger and the Action on Plan of Merger is attached hereto.

2. The effective date of the merger shall be the date of filing with the Department of State..

3. The parties hereto intend that a copy of the Certificate of Merger, certified by the Florida Department of State, will be filed in the official records of Volusia County, Florida, in which MASONOVA, LTD. holds an interest in real property.

4. The Manager of MASONOVA, LLC is D. Andrew Clark.

**IN WITNESS WHEREOF**, this Certificate of Merger is executed by MASONOVA, LTD, the acquired entity, and MASONOVA, LLC, the acquiring and surviving entity this 7 day of June, 2006.

**MASONOVA, LTD**  
**By: Clark Properties Corporation**

**MASONOVA, LLC**

BY:   
**ANDREW CLARK, President**

BY:   
**D. ANDREW CLARK, MANAGER**

**D.**

**STATE OF FLORIDA  
COUNTY OF VOLUSIA**

**BEFORE ME** the undersigned Notary Public duly authorized in the State and County aforesaid appeared **D. Andrew Clark**, President of Clark Properties Corporation, general partner of Masonova, Ltd., a Florida limited partnership, and he (a) X is personally known to me; and he executed the foregoing instrument for the purposes therein expressed this 7 day of ~~May~~ JUNE, 2006 and ~~did~~/did not take an oath.

Cheryl Davidson

**Notary Public**

**My Commission Expires:**



Cheryl Davidson  
My Commission DD163602  
Expires November 07 2006

**STATE OF FLORIDA  
COUNTY OF VOLUSIA**

**BEFORE ME** the undersigned Notary Public duly authorized in the State and County aforesaid appeared **D. Andrew Clark**, Manager of **Masonova, LLC**, and he (a) X is personally known to me, and he executed the foregoing instrument for the purposes therein expressed this 7 day of ~~May~~ JUNE, 2006 and ~~did~~/did not take an oath.

JUNE

Cheryl Davidson

**Notary Public**

**My Commission Expires:**



Cheryl Davidson  
My Commission DD163602  
Expires November 07 2006

## PLAN OF MERGER

**THIS PLAN OF MERGER**, is made and entered into this 7 day of June, 2006, by and between **MASONOVA, LTD, a Florida Limited Partnership** and **MASONOVA, LLC, a Florida Limited Liability Company**. This Plan of Merger is prepared pursuant to Florida Statutes 608.438(3). The parties affirm as follows:

1. MASONOVA, LLC will be the surviving or resulting limited liability company, and will merge with MASONOVA, LTD. Masonova, Ltd is a Florida limited partnership and Masonova, LLC is a Florida limited liability company. Both entities are organized and doing business in Florida, and the surviving entity will be MASONOVA, LLC.

2. The terms and conditions of the merger are that MASONOVA, LLC has acquired the ownership interests of MASONOVA, LTD and therefore is the sole owner of all ownership interests. The assets and liabilities of MASONOVA, LTD will be assumed by MASONOVA, LLC on the effective date of the merger.

3. All assets and liabilities of MASONOVA, LTD will become the assets and liabilities of MASONOVA, LLC as a result of the merger.

4. The Articles of Organization and Operating Agreement of MASONOVA, LLC shall remain in force and effect and are not being amended or restated.

5. The effective date of the merger is on the date of filing of the Certificate of Merger.

6. The Manager of MASONOVA, LLC is D. Andrew Clark.

**THIS PLAN OF MERGER** is made and entered into this 7 day of June, 2006, by the parties hereto.

**MASONOVA, LTD**

**By: Clark Properties Corporation, general partner**

**BY:**

  
**D. Andrew Clark, President**

**MASONOVA, LLC**

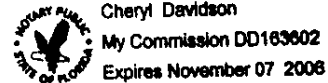
**BY:**

  
**D. Andrew Clark, Manager**

**STATE OF FLORIDA  
COUNTY OF VOLUSIA**


**BEFORE ME** the undersigned Notary Public duly authorized in the State and County aforesaid appeared D. Andrew Clark, President of Clark Properties Corporation, general partner of **MASONOVA, LTD**, a Florida limited partnership, and he (a) X is personally known to me and he executed the foregoing instrument for the purposes therein expressed this 7 day of June, 2006 and did/did not take an oath.

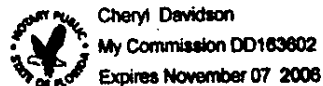
  
**Notary Public**  
**My Commission Expires:**



**STATE OF FLORIDA  
COUNTY OF VOLUSIA**

**BEFORE ME** the undersigned Notary Public duly authorized in the State and County aforesaid appeared **D. Andrew Clark**, Manager of **MASONOVA, LLC**, a Florida limited liability company, and he (a) X is personally known to me and he executed the foregoing instrument for the purposes therein expressed this 7 day of June, 2006 and did/did not take an oath.

  
**Notary Public**  
**My Commission Expires:**



## **ACTION ON PLAN OF MERGER**

**THIS ACTION ON PLAN OF MERGER** is made and entered into this 7 day of June, 2006, by the undersigned in accordance with Florida Statutes 608.438(1).

1. This approval of the Plan of Merger is being executed by all of the ownership interests of Masonova, Ltd, dated June 7, 2006, and Masonova, LLC.

2. By its execution hereof, Masonova, Ltd, and Masonova, LLC, indicate their consent to the Plan of Merger described herein.

3. Masonova, Ltd, is owned by the undersigned two entities, and by their execution hereof, give their written approval of adoption of the Plan of Merger.

4. This Action on Plan of Merger is with respect to the attached Plan of Merger by and between Masonova, Ltd. and Masonova, LLC, under which Masonova, LLC, becomes the surviving entity and acquires all assets and assumes all liabilities of Masonova, Ltd.

### **MASONOVA, LTD**

**a Florida limited partnership**

**BY: CLARK PROPERTIES CORPORATION**

By: \_\_\_\_\_

**D. ANDREW CLARK, President**

### **OWNERSHIP INTERESTS OF MASONOVA, LTD**

**D. ANDREW CLARK TRUST**

dated MAY 28, 1999 as to 49%

BY: \_\_\_\_\_

**D. ANDREW CLARK, TRUSTEE**

**DOUGLAS J. CLARK TRUST**

dated February 7, 1992, as to 49%

BY: \_\_\_\_\_

**DOUGLAS J. CLARK, TRUSTEE**

**CLARK PROPERTIES CORPORATION**

**As to 1%**

By: \_\_\_\_\_

**D. ANDREW CLARK, President**

**MASONOVA, LLC**

By: \_\_\_\_\_

**D. Andrew Clark, Manager**

**STATE OF FLORIDA  
COUNTY OF VOLUSIA**

**BEFORE ME** the undersigned Notary Public duly authorized in the State and County aforesaid appeared **D. Andrew Clark**, Manager of **Masonova, LLC**, a Florida limited liability company, and he (a) X is personally known to me; and he executed the foregoing instrument for the purposes therein expressed this 7 day of June, 2006 and ~~did~~ did not take an oath.

Cheryl Davidson

**Notary Public**

**My Commission Expires:**



Cheryl Davidson  
My Commission DD163602  
Expires November 07 2008

**STATE OF FLORIDA  
COUNTY OF VOLUSIA**

**BEFORE ME** the undersigned Notary Public duly authorized in the State and County aforesaid appeared **D. Andrew Clark**, Trustee of **D. Andrew Trust**, dated \_\_\_\_\_, and he (a) X is personally known to me; or (b) \_\_\_\_\_ provided the following form of identification: \_\_\_\_\_, and he executed the foregoing instrument for the purposes therein expressed this 7 day of June, 2006 and ~~did~~ did not take an oath.

Cheryl Davidson

**Notary Public**

**My Commission Expires:**



Cheryl Davidson  
My Commission DD163602  
Expires November 07 2008

**STATE OF FLORIDA  
COUNTY OF VOLUSIA**

**BEFORE ME** the undersigned Notary Public duly authorized in the State and County aforesaid appeared **Douglas J. Clark**, Trustee of **Douglas J. Clark Trust** dated \_\_\_\_\_, and he (a) X is personally known to me; or (b) \_\_\_\_\_ provided the following form of identification: \_\_\_\_\_, and he executed the foregoing instrument for the purposes therein expressed this 7 day of June, 2006 and ~~did~~ did not take an oath.

Cheryl Davidson

**Notary Public**

**My Commission Expires:**



Cheryl Davidson  
My Commission DD163602  
Expires November 07 2008

**STATE OF FLORIDA  
COUNTY OF VOLUSIA**

**BEFORE ME** the undersigned Notary Public duly authorized in the State and County aforesaid appeared **D. Andrew Clark**, President of Clark Properties Corporation, general partner of **Masonova, Ltd**, a Florida limited partnership, and he (a) X is personally known to me; and he executed the foregoing instrument for the purposes therein expressed this 7 day of June, 2006 and did/did not take an oath.

  
\_\_\_\_\_  
**Notary Public**  
**My Commission Expires:**



Cheryl Davidson  
My Commission DD163602  
Expires November 07 2008