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Division of Corporations
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PALM BEACH, FLORIDA

MERGER OR SHARE EXCHANGE

Atlantic Capital Properties, LLC

Certificate of Status	1
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Electronic Filing Menu

Corporate Filing Menu

Help

6-2
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**CERTIFICATE OF MERGER
OF
ATLANTIC CAPITAL PROPERTIES, SERIES III, LTD.
WITH AND INTO
ATLANTIC CAPITAL PROPERTIES, LLC**

The following Certificate of Merger is submitted to merge Atlantic Capital Properties, Series III, Ltd., a Florida limited partnership, with and into Atlantic Capital Properties, LLC, a Florida limited liability company, in accordance with Sections 608.4382 and 620.2108, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Atlantic Capital Properties, Series III, Ltd.	Florida	Limited Partnership

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Atlantic Capital Properties, LLC	Florida	Limited Liability Company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

The effective date of the merger shall be the date of filing.

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SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under Sections 608.4351-608.43595, Florida Statutes.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

A. Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of Section 48.181, Florida Statutes, are as follows:

Street Address: N/A

Mailing Address: N/A

B. Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under Sections 608.4351-608.43595, Florida Statutes.

NINTH: Signatures for Each Party:

Atlantic Capital Properties, Series, III, Ltd.,
a Florida limited partnership

By: Bobbie M. Pennywitt
Bobbie M. Pennywitt
General Partner

Atlantic Capital Properties, LLC,
a Florida limited liability company

By: Bobbie M. Pennywitt
Bobbie M. Pennywitt
Managing Member

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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 608.4381 and 620.2107, Florida Statutes, is being submitted in accordance with Sections 608.4382 and 620.2108, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Atlantic Capital Properties, Series III, Ltd.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Atlantic Capital Properties, LLC	Florida

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

- A. As of the date of filing of the Articles of Merger with the Florida Secretary of State, Atlantic Capital Properties, Series III, Ltd., a Florida limited partnership ("Merging Entity") shall merge with and into Atlantic Capital Properties, LLC, a Florida limited liability company ("Surviving Entity").
- B. After the merger, the Surviving Entity will retain the name Atlantic Capital Properties, LLC.
- C. The Merging Entity shall be merged with and into the Surviving Entity and the Surviving Entity shall continue to be governed by the laws of the State of Florida, and the separate existence of the Merging Entity shall automatically cease. On the effective date of the merger, the existing Articles of Organization of Atlantic Capital Properties, LLC and the Operating Agreement of Atlantic Capital Properties, LLC shall be the organizational documents for the Surviving Entity.
- D. As the partnership interests of the Merging Entity were owned in the same percentages and legally or beneficially by the same parties as the membership interests of the Surviving Entity, there shall be no change to the ownership of the Surviving Entity as a result of the Merger.
- E. On the effective date of the merger, all of the property, rights, privileges and franchises, of whatsoever nature and description, of Merging Entity, including any choses in action belonging to it, shall be transferred to, vested in and shall devolve upon the Surviving Entity, without further act or deed; and all property rights, privileges and franchises, and

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every other interest, shall be as effectually the property of the Surviving Entity as they were of each of the respective entities, and the title to all real estate vested in either of the entities shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in the Surviving Entity. All debts, liabilities and duties of the respective entities shall, thereafter, be assumed by and attached to the Surviving Entity, and may be enforced against it to the same extent as if such debts, liabilities and duties have been incurred and contracted by the Surviving Entity.

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:

[see above]

- 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:

N/A

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 and it is to be managed by one or more managers, the name and address of the manager is as follows:

Bobbie M. Pennywitt
Managing Member
2448 Cedar Shores Circle
Jacksonville, Florida 32210

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:

N/A

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