

LD6000119092

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MERGER OR SHARE EXCHANGE

11747 Phillips Highway, L.L.C.

Certificate of Status	0
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CERTIFICATE OF MERGER

Pursuant to the provisions of Sections 607.1107, 617.1103, 608.4381 and/or 622.02 of the Florida Statutes, the undersigned organizations adopt the following Certificate of Merger:

1. In the manner prescribed by Florida Statutes, the following Plan of Merger was approved by the sole Managing Member of 11747 Philips Highway, LLC, a Florida limited liability company, whose address is 6260 DuPont Station Court, Suite D, Jacksonville, Florida 32217, whose Florida document/registration number is L06000119092, whose FEI number is 20-8039153 (hereinafter referred to as the "Surviving LLC") and Samuel Price, a sole proprietorship trading and doing business as "11747 Philips Highway" (hereinafter referred to as the "Absorbed Sole Proprietorship") whose sole asset is that certain real property described on Exhibit A attached hereto:

PLAN OF MERGER

Section One. Merger. The Absorbed Sole Proprietorship shall merge with and into the Surviving LLC.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the Absorbed Sole Proprietorship shall cease, and the Surviving LLC shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Sole Proprietorship, without the necessity for any separate transfer. The Surviving LLC shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Sole Proprietorship then owing as of such date with respect to the Absorbed Sole Proprietorship, and neither the rights of creditors nor any liens on the property of the Absorbed Sole Proprietorship shall be impaired by the merger.

Section Three. Conversion of Interests. The manner and basis of converting the ownership interests of the owner of the Absorbed Sole Proprietorship into Membership Units of the Surviving LLC is as follows:

The entire ownership interest in the Absorbed Sole Proprietorship held on the effective date of the merger shall be converted into 99 Membership Units of the Surviving LLC, which Membership Units of the Surviving LLC shall thereupon be issued and outstanding.

Section Four. Changes in Articles of Organization. The Articles of Organization of the Surviving LLC shall continue to be its Articles of Organization following the effective date of the merger.

Section Five. Changes in Operating Agreement. The Operating Agreement of the Surviving LLC shall continue to be its Operating Agreement following the effective date of the merger, except that the Operating Agreement shall be amended to reflect the additional Membership Units issued to the owner of the Absorbed Sole Proprietorship.

Section Six. Managing Member. The Managing Member of the Surviving LLC on the effective date of the merger shall continue as the Managing Member of the Surviving LLC.

Section Seven. Approval by Members and Sole Proprietor. This Plan of Merger has been approved contemporaneously with the execution hereof by the Sole Managing Member of the Surviving LLC and by the owner of the Absorbed Sole Proprietorship.

Section Eight. Effective Date of Merger. The effective date of this merger shall be the date the Certificate of Merger is filed with Florida Secretary of State.

2. The exact name, street address of its principal office, and jurisdiction of the Surviving LLC are as following:

NAME: 11747 Philips Highway, L.L.C. JURISDICTION: State of Florida
ADDRESS: 6260 DuPont Station Court
Suite D
Jacksonville, FL 32217

FLORIDA DOCUMENT/REGISTRATION NUMBER: L06000119092

FEI NUMBER: 20-8059153

3. The Plan of Merger meets the requirements of the Florida Statutes, and was approved contemporaneously with the execution hereof by the Sole Managing Member of the Surviving LLC and by the owner of the Absorbed Sole Proprietorship in accordance with Chapters 607, 617, 608 and/or 620 of the Florida Statutes.

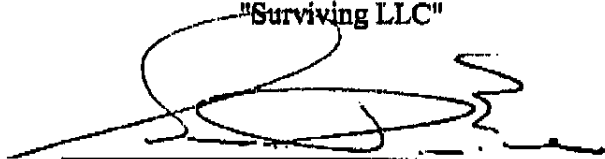
The undersigned 11747 Philips Highway, L.L.C. and Samuel Price, a sole proprietor trading and doing business as "11747 Philips Highway", have caused this Certificate of Merger of 11747 Philips Highway, L.L.C. and 11747 Philips Highway into 11747 Philips Highway, L.L.C., to be duly executed this ____ day of December, 2006.

11747 Philips Highway, L.L.C.,
a Florida limited liability company

By: 

Its Managing Member

"Surviving LLC"


Samuel Price, a sole proprietor trading
and doing business as
"11747 Philips Highway"

"Absorbed Sole Proprietorship"

EXHIBIT A

Parcel 4 (known as Parcels 1 and 2 less and except Parcel 3)

PARCEL 1:

A portion of the Mary Ann Davis Grant, Section 37, Township 4 South, Range 28 East, Duval County, Florida, being particularly described as follows: For a Point of Reference commence at the intersection of the Northwestly line of a 150 foot wide Jacksonville Electric Authority right-of-way, as described in deed recorded in Official Records of said County in Volume 2081, page 43 with the Northeastly right-of-way line of Phillips Highway-U.S. Highway No. 1 (a 150 foot right-of-way at this point) and run North 37 degrees 19 minutes 30 seconds West along said Northeastly right-of-way line of Phillips Highway, a distance of 472.01 feet to an angle point in last mentioned right-of-way line; run thence North 32 degrees 40 minutes 30 seconds East a distance of 40.00 feet to an angle point in said Northeastly right-of-way line of Phillips Highway (a 150 foot right-of-way at this point); run thence North 37 degrees 19 minutes 30 seconds West along last mentioned right-of-way line, a distance of 1,711.34 feet to the point of beginning. From the point of beginning thus described continue North 37 degrees 19 minutes 30 seconds East along said Northeastly right-of-way line of Phillips Highway, a distance of 310.00 feet to a point; run thence North 32 degrees 40 minutes 30 seconds East, a distance of 400.00 feet to a point; run thence South 37 degrees 19 minutes 30 seconds East, a distance of 219.72 feet to a point; run thence South 35 degrees 30 minutes 41 seconds East, a distance of 403.15 feet to the point of beginning.

PARCEL 2:

A portion of the Mary Ann Davis Grant, Section 37, Township 4 South, Range 28 East, Duval County, Florida, described as follows: For a Point of Reference commence at the intersection of the Northwestly line of a 150 foot wide Jacksonville Electric Authority right-of-way, as described in Official Records Volume 2081, page 43, with the Northeastly right-of-way line of Phillips Highway-U.S. Highway No. 1 (a 150 foot right-of-way) and run North 37 degrees 19 minutes 30 seconds West along said NE right-of-way line of Phillips Highway a distance of 472.01 feet to angle point in last mentioned right of way line; thence North 30 degrees 40 minutes 30 seconds East a distance of 40.00 feet to an angle point in said Northeastly right-of-way line of Phillips Highway (a 150 foot right of way at this point); thence North 37 degrees 19 minutes 30 seconds West along last mentioned right-of-way line a distance of 1,711.34 feet to a point; thence North 32 degrees 40 minutes 41 seconds East, a distance of 403.15 feet to the point of beginning. From the point of beginning thus described run North 37 degrees 19 minutes 30 seconds East along a line parallel to said Northeast right-of-way of Phillips Highway, 319.72 feet to a point, thence North 32 degrees 40 minutes 30 seconds East, 150.00 feet to a point, thence South 37 degrees 19 minutes 30 seconds East, 310.00 feet to a point; thence South 35 degrees 30 minutes 41 seconds East 403.15 feet to the point of beginning.

LESS AND EXCEPT HEREFROM Parcels 1 and 2 the following described lands conveyed in O.R. Volume 7067, page 2105:

PARCEL 3:

A portion of the Mary Ann Davis Grant, Section 37, Township 4 South, Range 28 East, Duval County, Florida, being more particularly described as follows: For a Point of Reference commence at the intersection of the Northwestly line of a 150 foot wide Jacksonville Electric Authority right-of-way, as described in deed recorded in the Official Records of said County in Volume 2081, page 43 with the Northeastly right-of-way line of Phillips Highway-U.S. Highway No. 1 (a 150 foot right-of-way at this point) and run North 37 degrees 19 minutes 30 seconds West along said Northeastly right-of-way line of Phillips Highway, a distance of 472.01 feet to an angle point in last mentioned right-of-way line; run thence North 32 degrees 40 minutes 30 seconds East a distance of 40.00 feet to an angle point in said Northeastly right-of-way line of Phillips Highway (a 150 foot right-of-way at this point); run thence North 37 degrees 19 minutes 30 seconds West along last mentioned right-of-way line, a distance of 1,711.34 feet to the point of beginning. From the point of beginning thus described continue North 37 degrees 19 minutes 30 seconds West along said Northeastly right-of-way line of Phillips Highway, a distance of 310.00 feet to a point; run thence North 32 degrees 40 minutes 30 seconds East, a distance of 310.00 feet to a point; run thence South 37 degrees 19 minutes 30 seconds East, a distance of 310.00 feet to a point; run thence South 35 degrees 30 minutes 41 seconds East, a distance of 310.00 feet to the point of beginning.

EXHIBIT A

Parcel A (also known as Parcel 4)

Parcel 4

A portion of the Mary Ann Davis Grant, Section 37, Township 4 South, Range 28 East, Duval County, Florida, being more particularly described as follows:

For a Point of Reference commence at the intersection of the northwesterly line of a 150 foot wide Jacksonville Electric Authority right-of-way, as described in deed recorded in the official records of said County in Volume 2081, Page 43 with the northeasterly right-of-way line of Phillips Highway-U.S. Highway No. 1 (a 150 foot right-of-way at this point) and run North 37° 19' 30" West along said northeasterly right-of-way line of Phillips Highway, a distance of 472.03 feet to an angle point in last mentioned right-of-way line; run thence North 52° 40' 30" East a distance of 40.00 feet to an angle point in said northeasterly right-of-way line of Phillips Highway (a 150-foot right-of-way at this point); run thence North 37° 19' 30" West along last mentioned right-of-way line, a distance of 1,751.24 feet to the Point of Beginning.

From the Point of Beginning thus described continue North 37° 19' 30" West along said northeasterly right-of-way line of Phillips Highway, a distance of 151.00 feet to a point; run thence North 52° 40' 30" East, a distance of 550.00 feet to a point; run thence South 37° 19' 30" East, a distance of 181.87 feet to a point; run thence South 45° 30' 41" West, a distance of 554.33 feet to the Point of Beginning.

Parcel B

Parcel A (also known as Parcel 4) together with an easement interest for access, ingress and egress over, through and across the lands described as Parcel 3 herein.

LESS AND EXCEPT HEREFROM Parcel A, also known as Parcel 4, and Parcel B, any portion of caption property lying within any public road, right-of-way or street.