

Henderson Franklin 3/29/2007 8:10 AM PAGE 1/005 Fax Server

Division of Corporations

Page 1 of 1

# LOT 000026955

Florida Department of State  
Division of Corporations  
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From:

Account Name : HENDERSON, FRANKLIN, STARNES & BOLT, P.A.  
Account Number : 075410002172  
Phone : (352) 344-1100  
Fax Number : (352) 344-1200

## MERGER OR SHARE EXCHANGE

## CAMBRIDGE ASSOCIATES OF SW FLORIDA, LLC

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
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07 MAR 29 AM 10:23

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Henderson Franklin 3/29/2007 8:10 AM PAGE 2/005 Fax Server

FAX AUDIT NO.: 007000082132 3

**CERTIFICATE OF MERGER  
FOR  
FLORIDA LIMITED LIABILITY COMPANY**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with s. 608.4382, 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>   |
|--------------------------------------------|---------------------|---------------------------|
| CAMBRIDGE ASSOCIATES OF<br>SW FLORIDA, LLC | Florida             | limited liability company |
|                                            | L07-26955           |                           |

**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>   |
|--------------------------------------------|---------------------|---------------------------|
| CAMBRIDGE ASSOCIATES OF<br>SW FLORIDA, LLC | Delaware            | limited liability company |

**THIRD:** The attached Plan of Merger was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, 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 of Delaware under which such other business entity is formed.

**FIFTH:** The surviving party's principal office address in Delaware is as follows:

w/o Corporation Service Company  
2711 Centerville Road, Suite 400  
Wilmington, DE 19808

**SIXTH:** The surviving party agrees to pay to any members with appraisal rights the amount to which such members are entitled under ss. 608.4351-608.4355, F.S.

**SEVENTH:** The surviving party is an out-of-state entity not qualified to transact business in this state; the surviving party:

(a) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

FAX AUDIT NO.: 007000082132 3

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07 MAR 29 AM 10:23

Henderson Franklin 3/29/2007 8:10 AM PAGE 3/005 Fax Server

FAX AUDIT NO.: B07000082132 3

Corporation Service Company  
1201 N. Bay Street  
Tallahassee, FL 32301-2525

(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 ss. 608.4351-608.4355, Florida Statutes.

EIGHTH Signatures for each party:

CAMBRIDGE ASSOCIATES OF SW  
FLORIDA, LLC  
a Florida limited liability company

CAMBRIDGE ASSOCIATES OF SW  
FLORIDA, LLC  
a Delaware limited liability company

By:   
David M. Platt  
Authorized Representative

By:   
David M. Platt  
Authorized Representative

FAX AUDIT NO.: B07000082132 3

Henderson Franklin 3/29/2007 8:10 AM PAGE 4/005 Fax Server

FAX AUDIT NO.: B07000082132 3

**PLAN OF MERGER**

In accordance with Section 605.4381 et. seq. of the Florida Limited Liability Company Act (the "Act"), this Plan of Merger (the "Plan") is made and entered into this 28 day of March, 2007, by and between CAMBRIDGE ASSOCIATES OF SW FLORIDA, LLC, a Delaware limited liability company (the "Surviving Company"), and CAMBRIDGE ASSOCIATES OF SW FLORIDA, LLC, a Florida limited liability company (the "Merging Company"), as part of a tax-free reorganization under the Internal Revenue Code.

1. **Merger.** In accordance with the provisions of the Act, the Merging Company shall be merged with and into the Surviving Company and the separate existence of the Merging Company shall thereupon cease, and the Surviving Company shall continue to exist under and be governed by the Act.

2. **Articles of Organization.** The Articles of Organization of the Surviving Company, in effect immediately prior to the Effective Date, shall, without any changes, be the Articles of Organization of the Surviving Company, until further amended as permitted by law. "Effective Date" shall mean the date the Articles of Merger are filed with the Delaware Department of State.

3. **Operating Agreement.** The Operating Agreement of the Surviving Company, in effect immediately prior to the Effective Date, shall, without any changes, be the Operating Agreement of the Surviving Company, until further amended as permitted by law.

4. **Manager.** The Manager of the Surviving Company, in office immediately prior to the Effective Date, shall continue to be the Manager of the Surviving Company after the merger and shall hold office in accordance with the Articles of Organization and the Operating Agreement of the Surviving Company. The Manager of the Surviving Company is Joanne H. McGurvey.

5. **Distribution of Membership Interests.** Upon the Effective Date, each one percent of Membership Interest in the Merging Company then outstanding shall be converted into one percent of Membership Interest in the Surviving Company, and the membership interest in the Merging Company then outstanding shall be cancelled.

6. **Effect of Merger.** As of the Effective Date, the separate existence of the Merging Company shall cease, and the Surviving Company shall be fully vested with all rights, privileges, immunities, disabilities and duties, of the Merging Company, as more particularly set forth in the Delaware Limited Liability Company Act.

7. **Supplemental Action.** If, at any time after the Effective Date, the Surviving Company shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the Manager of the Surviving Company or the Merging Company, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Company, any and all such conveyances.

FAX AUDIT NO.: B07000082132 3

03/29/2007 07:21 850-245-6897

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PAGE 05/05

Henderson Franklin 3/29/2007 8:10 AM PAGE 5/005 Fax Server

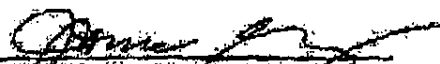
FAX AUDIT NO: 807000082132 3

agreements, documents, instruments, and assurances and perform all further acts requested by the Surviving Company to carry out the provisions of this Plan.

The parties have set their hands and seals as of the date first above written as evidence that they agree, accept and adopt this plan.

CAMBRIDGE ASSOCIATES OF SW  
FLORIDA, LLC,  
a Florida limited liability company

CAMBRIDGE ASSOCIATES OF BW  
FLORIDA, LLC,  
a Delaware limited liability company

By:   
Joanne H. McGarvey, Manager

By:   
Joanne H. McGarvey, Manager

FAX AUDIT NO: 807000082132 3