

LO7000127897

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000016792 3)))



H080000167923ABCD

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850)617-6380

From:

Account Name : ANSBACHER & SCHNEIDER, PA  
Account Number : 072647001172  
Phone : (904)296-0100  
Fax Number : (904)296-2842

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

08 JAN 22 AM 11:53

FILED

MERGER OR SHARE EXCHANGE

1059 Ponte Vedra, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$50.00

2008 JAN 22 AM 8:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

**CERTIFICATE OF MERGER**

Pursuant to the provisions of Sections 607.1107, 617.1103, 608.4382 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 Mahmoud Ashourian, a/k/a Mike Ashourian, and Elaine D. Ashourian, his wife, as sole Member, and by the Manager of 1059 Ponte Vedra, L.L.C., a Florida limited liability company, whose address is 7880 Gate Parkway, Suite 300, Jacksonville, Florida 32256, whose Florida document/registration number is L07000127897, whose FEI number is 26-1643260 (hereinafter referred to as the "Surviving LLC") and Mahmoud Ashourian, a/k/a Mike Ashourian, and Elaine D. Ashourian, his wife, as tenants by the entirety, a sole proprietorship trading and doing business as "1059 Ponte Vedra" (hereinafter referred to as the "Absorbed Sole Proprietorship"), whose address is 7880 Gate Parkway, Suite 300, Jacksonville, Florida 32256 and 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 on 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. Manager. The Manager of the Surviving LLC on the effective date of the merger shall continue as the Manager 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 Member and the Manager of the Surviving LLC and by the owner of the Absorbed Sole Proprietorship.

08 JAN 22 AM 11:53  
FILED  
SECRETARY OF STATE  
TAMM AHASSER

H08000016792 3

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; however, for accounting purposes, the effective date shall be January 1, 2008.

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

NAME: 1059 Ponte Vedra, L.L.C. JURISDICTION: State of Florida  
ADDRESS: 7880 Gate Parkway, Suite 300  
Jacksonville, FL 32256

FLORIDA DOCUMENT/REGISTRATION NUMBER: L07000127897

FEI NUMBER: 26-1643260

3. The Plan of Merger meets the requirements of the Florida Statutes, and was approved contemporaneously with the execution hereof by the sole Member and the Manager 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 1059 Ponte Vedra, L.L.C. and Mahmoud Ashourian, a/k/a Mike Ashourian, and Elaine D. Ashourian, his wife, as tenants by the entirety, a sole proprietor trading and doing business as "1059 Ponte Vedra", have caused this Certificate of Merger of 1059 Ponte Vedra, L.L.C. and 1059 Ponte Vedra into 1059 Ponte Vedra, L.L.C. to be duly executed this 9th day of January, 2008.

1059 Ponte Vedra, L.L.C.,  
a Florida limited liability company

By:   
Its Manager

"Surviving LLC"

  
Mahmoud Ashourian and

  
Elaine D. Ashourian, his wife, a sole proprietor  
trading and doing business as "1059 Ponte Vedra"

"Absorbed Sole Proprietorship"

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

08 JAN 23 AM 11:53

FILED

H08000016792 3

H08000016792 3

EXHIBIT A

A PART OF THE MOSES E. LEVY GRANT, SECTION 45, TOWNSHIP 4 SOUTH, RANGE 29 EAST, ST. JOHNS COUNTY, FLORIDA, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

Commence at the intersection of the North line of said Moses E. Levy Grant, Section 45, with the East Right of Way line of County Road No. 203, formerly State road A-1-A, as now established as a 66 foot right of way, thence South 13'-05'-00" East, along said East Right of Way line of County Road No. 203, a distance of 452 feet to the Point of Beginning, thence continue South 13'-05'-00" East, along said East Right of Way line of County Road No. 203, a distance of 150 feet to the North line of land described in Deed Book 94, Page 541 of the Public Records of St. Johns County, Florida, thence North 70'-50'-30" East, along said North line, a distance of 487 feet more or less to the mean high water line of the Atlantic Ocean, thence Northerly along said mean high water line of the Atlantic Ocean as it meanders, a distance of 150 feet more or less to a point which bears North 70'-50'-30" East from the Point of Beginning; thence South 70'-50'-30" West, parallel with said North Line of Lands described in Deed Book 94, Page 541 of the aforesaid Public Records, a distance of 487 feet more or less to the Point of Beginning.

FILED  
08 JAN 22 AM 11:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

H08000016792 3