

L09000023638

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

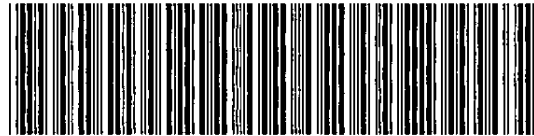
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100145393231

RECEIVED
09 MAR 31 PM 1:42
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
09 MAR 31 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

MAR 31 2009

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 943362 4329479

AUTHORIZATION

COST LIMIT : \$ 80.00

FILED
09 MAR 31 PM 3:15
TALLAHASSEE, FLORIDA

ORDER DATE : March 31, 2009

ORDER TIME : 1:21 PM

ORDER NO. : 943362-005

CUSTOMER NO: 4329479

ARTICLES OF MERGER

900 LUCAS STREET, LLC

INTO

SOUTH STREET TRIPLEXES, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Joyce Markley

EXAMINER'S INITIALS: _____

This instrument prepared by and return to:

Jessica M. Parker, Esq.
BAKER & HOSTETLER LLP
200 S. Orange Avenue
SunTrust Center, Suite 2300
Post Office Box 112
Orlando, Florida 32801
(407) 649-4000

FILED
09 MAR 31 PM 3:15
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF MERGER
OF
900 LUCAS STREET, LLC
(a Florida limited liability company)
INTO
SOUTH STREET TRIPLEXES, LLC
(a Florida limited liability company)

L09000024571

Pursuant to Section 608.4382, *Florida Statutes*, the undersigned entities adopt the following Articles of Merger. The name of the surviving company, upon the effective date of merger, will be South Street Triplexes, LLC, a Florida limited liability company, whose address is 11132 County Road 44 East, Leesburg, Florida 34788.

ADOPTION OF AGREEMENT

On the 18th day of March, 2009, the sole member of 900 LUCAS STREET, LLC, a Florida limited liability company ("Lucas"), Florida Document Number L09000024571, whose address is 11132 County Road 44 East, Leesburg, Florida 34788, adopted and approved the Agreement and Plan of Merger (as defined below) in accordance with the applicable provisions of Chapter 608, *Florida Statutes*. On the 19th day of March, 2009, the members of SOUTH STREET TRIPLEXES, LLC, a Florida limited liability company ("South Street"), Florida Document Number L09000023638, whose address is 11132 County Road 44 East, Leesburg, Florida 34788, adopted and approved the Agreement and Plan of Merger in accordance with the applicable provisions of Chapter 608, *Florida Statutes*.

AGREEMENT AND PLAN OF MERGER

The Agreement and Plan of Merger adopted and approved by Lucas and South Street is attached hereto as Exhibit "A" (the "Agreement and Plan of Merger"). The attached Agreement and Plan of Merger meets the requirements of 608.438, *Florida Statutes*, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, *Florida Statutes*.

The merger is approved under the laws of the State of Florida and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger. The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

EFFECTIVE DATE

The merger of the undersigned entities will become effective as of the filing of the Articles of Merger with the Florida Secretary of State.

Dated: March 18, 2009.

900 LUCAS STREET, LLC, a Florida
limited liability company

Jessica M. Parker
Witness : Jessica M. Parker
Candis Grissom
Witness CANDIS GRISSOM

By: G. Kent Fuller
G. Kent Fuller, sole Member

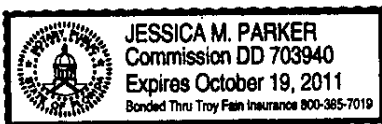
SOUTH STREET TRIPLEXES, LLC, a Florida
limited liability company

Jessica M. Parker
Witness : Jessica M. Parker
Candis Grissom
Witness CANDIS GRISSOM

By: G. Kent Fuller
G. Kent Fuller, Member

State of Florida)
)ss.
County of Orange)

The foregoing instrument was acknowledged before me this 18th day of March, 2009 by G. Kent Fuller, the sole Member of, and on behalf of 900 Lucas Street, LLC, a Florida limited liability company. He is personally known to me or has produced _____ as identification.



(NOTARY SEAL)

Jessica M. Parker
(Notary Signature)

Jessica M. Parker
(Notary Name Printed)
NOTARY PUBLIC
Commission No. DD 703940

State of Florida)
)ss.
County of Orange)

The foregoing instrument was acknowledged before me this 18th day of March, 2009 by G. Kent Fuller, as a Member of, and on behalf of South Street Triplexes, LLC, a Florida limited liability company. He is personally known to me or has produced _____ as identification.



(NOTARY SEAL)

Jessica M. Parker
(Notary Signature)

Jessica M. Parker
(Notary Name Printed)
NOTARY PUBLIC
Commission No. DD 703940

Exhibit "A"

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan of Merger") is made this 19th day of March, 2009, by and among 900 LUCAS STREET, LLC, a Florida limited liability company ("Lucas"), and SOUTH STREET TRIPLEXES, LLC, a Florida limited liability company ("South Street").

WITNESSETH:

WHEREAS, Lucas and South Street have been presented with a proposal whereby Lucas will be merged with and into South Street, with South Street being the surviving company; and

WHEREAS, all of the members of Lucas and South Street deem it advisable, for the benefit of Lucas and South Street, that Lucas be merged with and into South Street, with South Street as the surviving company, pursuant to the provisions of the Florida Limited Liability Company Act (the "FLLCA"); and

WHEREAS, the members of Lucas and South Street have approved and adopted this Plan of Merger in accordance with Section 608.4381, Florida Statutes, and the merger described herein by written consents of such members, each dated as of the date hereof; and

NOW, THEREFORE, for the purpose of prescribing the terms and conditions of the merger in such other details and provisions as are deemed necessary or advisable Lucas and South Street hereby set forth the terms of the merger as follows:

1. Merger. The names of the entities which are to be merged are 900 LUCAS STREET, LLC, a Florida limited liability company and SOUTH STREET TRIPLEXES, LLC, a Florida limited liability company (collectively the "Merged Entities"). In accordance with the provisions of the FLLCA, at the Effective Date (as hereinafter defined), Lucas shall be merged with and into South Street and South Street shall be the surviving company (hereinafter, the "Survivor") and as such shall continue to be governed by the laws of the State of Florida.

2. Continuation of Existence. The existence and identity of Survivor, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the merger and the company existence and identity of Lucas with all its purposes, powers, franchises, privileges, rights and immunities, at the Effective Date shall be merged with and into that of South Street and Survivor shall be vested fully therewith and the separate existence and identity of Lucas shall thereafter cease, except to the extent continued by statute and this Agreement and Plan of Merger.

3. Property. At the Effective Date, any and all property, real, personal and mixed, of any of the Merged Entities, including the real property described on Exhibit "A" attached hereto, and all debts due, as well as other things and causes of action belonging to any of the Merged Entities, shall be vested in South Street, and shall thereafter be the property of South Street as they were of such Merged Entity, and the title to any real property vested by deed or otherwise, shall not revert or be in any way impaired by reason of the merger but, rather shall immediately vest in South Street without further action by South Street. All rights of creditors and all liens upon any property of any of the Merged Entities shall

be preserved unimpaired, and all debts, liabilities and duties of any of the Merged Entities that have merged shall attach to South Street and may be enforced against South Street to the same extent as if the debts, liabilities and duties had been incurred or contracted by South Street.

4. Effective Date. The merger shall become effective (the "Effective Date") upon the filing of the Articles of Merger with the Florida Secretary of State.

5. Company Governance.

a. The Articles of Organization of South Street, as in effect on the Effective Date, as the same may be amended from time to time, shall continue in full force and effect and shall be the Articles of Organization of the Survivor.

b. The Operating Agreement of South Street, as in effect on the Effective Date, as the same may be amended from time to time, shall continue in full force and effect and shall be the Operating Agreement of the Survivor.

c. The Officers of South Street immediately preceding the Effective Date shall be the persons holding such positions for Survivor as of and immediately following the Effective Date.

d. The name and address of the manager of the Survivor is G. Kent Fuller, 11132 County Road 44 East, Leesburg, Florida 34788.

6. Cancellation and Conversion of Membership Interest. All outstanding membership interests of South Street immediately prior to the Effective Date shall remain outstanding and unchanged as of the Effective Date. All outstanding membership interests of Lucas shall be deemed cancelled as of the Effective Date.

7. Indemnification. Each member of Lucas jointly and severally covenants and agrees to indemnify, defend and hold South Street harmless from and against any and all cost, expense, loss, damage or liability of any nature whatsoever in any manner arising, incurred or connected with, or any claim, suit, demand, loss, judgment, order, liability, cost or expense (including, without limitation, reasonable attorneys' and paralegals' fees and costs) arising from or related to any actions of Lucas or the members of Lucas prior to the Effective Date.

[SIGNATURES ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the day and year first above written.

900 LUCAS STREET, LLC, a Florida
limited liability company

Jessica H. Parker
Witness
[Signature]
Witness

By: G. K. Fuller
G. Kent Fuller, sole Member

Jessica H. Parker
Witness
[Signature]
Witness

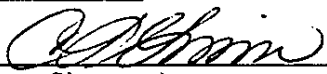
SOUTH STREET TRIPLEXES, LLC, a Florida
limited liability company
By: G. K. Fuller
G. Kent Fuller, Member

Robert Hubbard
Witness
[Signature]
Witness

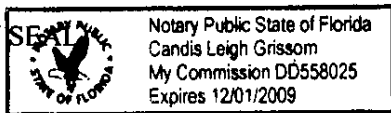
By: Margaret B. Fuller
Margaret B. Fuller, Member

State of Florida)
)ss.
County of ORANGE)

The foregoing instrument was acknowledged before me this 18th day of March, 2009 by G. Kent Fuller, sole Member of 900 Lucas Street, LLC, a Florida limited liability company. He is personally known to me or has produced _____ as identification.


(Notary Signature)

(NOTARY SEAL)



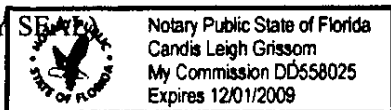
CANDIS LEIGH GRISSOM
(Notary Name Printed)
NOTARY PUBLIC
Commission No. DD558025

State of Florida)
)ss.
County of ORANGE)

The foregoing instrument was acknowledged before me this 18th day of March, 2009 by G. Kent Fuller, as a Member of South Street Triplexes, LLC, a Florida limited liability company. He is personally known to me or has produced _____ as identification.


(Notary Signature)

(NOTARY SEAL)



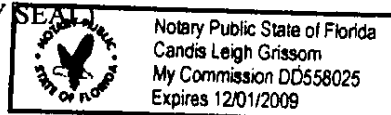
CANDIS LEIGH GRISSOM
(Notary Name Printed)
NOTARY PUBLIC
Commission No. DD558025

State of Florida)
)ss.
County of ORANGE)

The foregoing instrument was acknowledged before me this 19th day of March, 2009 by Margaret B. Fuller, as a Member of South Street Triplexes, LLC, a Florida limited liability company. She is personally known to me or has produced _____ as identification.


(Notary Signature)

(NOTARY SEAL)



CANDIS LEIGH GRISSOM
(Notary Name Printed)
NOTARY PUBLIC
Commission No. DD558025

Exhibit "A"

REAL PROPERTY

Lot 1, Block B, W. C. WILKIN'S SUBDIVISION, according to the plat thereof as recorded in Plat Book 5, Page 11, of the Public Records of Lake County, Florida.