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Division of Corporations  
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MERGER OR SHARE EXCHANGE

Bancshares Realty, LLC

Certificate of Status	0
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## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>PNC Realty Holding Corp. of Florida</u> <u>620 Liberty Avenue</u> <u>Pittsburgh, PA 15222</u>	<u>Florida</u>	<u>corporation</u>
Florida Document/Registration Number: <u>L61054</u>		FEI Number: <u>25-1625843</u>
2. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
3. _____ _____ _____	_____	_____
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(Attach additional sheet(s) if necessary)

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Bancshares Realty, LLC</u>	<u>Delaware</u>	<u>LLC</u>
<u>249 Fifth Avenue</u>		
<u>Pittsburgh, PA 15222-2707</u>		

Florida Document/Registration Number: None FEI Number: 30-0342056

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

**OR**

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

(Note: Please see instructions for required signatures.)

Name of Entity \_\_\_\_\_

**Signature(s)**

Typed or Printed Name of Individual

PNC Realty Holding  
Corp. of Florida

John S.

Gary Jay Saulson,  
Executive Vice President

Bansharas Realty, LLC

25/11

Gary Jay Saulson, Manager

SECRETARY OF STATE  
ITALIAN ASSESSMENT

AND  
EILEEN

(Attach additional sheet(s) if necessary)

**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER**

**OF**

**PNC REALTY HOLDING CORP. OF FLORIDA, a Florida Corporation**

**AND**

**BANCSHARES REALTY, LLC, a Delaware limited liability company**

Agreement and Plan of Merger entered into on December 1, 2003 (hereinafter the "Agreement") by Bancshares Realty, LLC, a limited liability company of the State of Delaware (hereinafter "LLC"), approved by resolutions adopted by its Board of Managers and by its sole member on said date, and entered into on December 1, 2003 by PNC Realty Holding Corp. of Florida, a business corporation of the State of Florida (hereinafter "Corp"), and approved by resolutions adopted by its Board of Directors and by its sole stockholder on said date.

WHEREAS, LLC is a limited liability company of the State of Delaware with its registered office therein located at 1209 Orange Street, City of Wilmington, Delaware; and

WHEREAS, Corp is a business corporation of the State of Florida with its registered office therein located at 1200 South Pine Island Road, City of Plantation, Florida; and

WHEREAS, the total number of shares of stock which Corp has authority to issue is one thousand (1,000), all of which are of one class with no par value; and

WHEREAS, the Limited Liability Company Act of the State of Delaware (hereinafter, "Delaware Law") permits a merger of a business corporation from another jurisdiction with and into a limited liability company of the State of Delaware; and

WHEREAS, the Business Corporation Act of the State of Florida (hereinafter "FL Law") permits the merger of a business corporation of the State of Florida with and into a limited liability company of another jurisdiction; and

WHEREAS, LLC and Corp, and the respective Boards thereof, have deemed it advisable and in the best interests of both entities and their respective sole member and sole stockholder to merge Corp with and into LLC pursuant to the provisions of Delaware Law and pursuant to the provisions of FL Law upon the terms and conditions hereinafter set forth; therefore

In consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by LLC and approved by resolutions adopted by its Board of Managers and by its sole member and being thereunto duly entered into by Corp and approved by resolutions adopted by its Board of Directors and sole stockholder, the Agreement and the terms and conditions thereof and the mode of carrying the same into effect, together with any

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provisions required or permitted to be set forth therein, are hereby determined and agreed upon as set forth in this Agreement.

1. LLC and Corp shall, pursuant to both the provisions of Delaware Law and the provisions of FL Law, be merged with and into a limited liability company, to wit, LLC, which shall be the surviving entity from and after the effective time of the merger, and which shall continue to exist as the surviving entity under its present name pursuant to the provisions of Delaware Law. The separate existence of Corp shall cease at the effective time of the merger in accordance with the provisions of FL Law.

2. The present Certificate of Formation of LLC will be the Certificate of Formation of LLC, as the surviving entity and will continue in full force and effect until changed, revised or amended in the manner prescribed by the provisions of Delaware Law.

3. The present Limited Liability Company Agreement of LLC will be the Limited Liability Company Agreement of LLC, as the surviving entity and will continue in full force and effect until changed, revised or amended as therein provided and in the manner prescribed by the provisions of Delaware Law.

4. The managers and officers of LLC currently in place at the effective time of the merger shall hold their positions and offices from and after the effective time of the merger until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Limited Liability Company Agreement of LLC, as the surviving entity. The current managers names and addresses are as follows:

Gary Jay Saulson  
620 Liberty Avenue  
Pittsburgh, PA 15222

Eve N. Shavatt  
620 Liberty Avenue  
Pittsburgh, PA 15222

Frank R. Walters  
620 Liberty Avenue  
Pittsburgh, PA 15222

5. Each issued share of Corp as the terminating corporation, from and after the effective time of the merger, shall be retired and shall cease to exist. The membership interests of LLC as the surviving entity, shall not be converted or exchanged in any manner.

6. In the event that the Agreement shall have been fully approved and adopted on behalf of Corp, as the terminating corporation in accordance with the provisions of FL Law and on behalf of LLC, as surviving entity in accordance with the provisions of Delaware Law, said entities agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and by the laws of the State of Florida, and that they will cause to be performed all necessary acts within both the State of Delaware and the State of Florida and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of Corp, as the terminating corporation and the Board of Managers and the proper officers of LLC, as the surviving entity are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become

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necessary, proper or convenient to carry out or put into effect any of the provisions of the Agreement or of the merger herein provided for.

8. The effective time of the merger herein provided for shall be upon filing of the Certificate of Merger with the office of the Department of State of the State of Florida.

IN WITNESS WHEREOF, the Agreement is hereby executed on behalf of the constituent corporations by the duly authorized officers for each of the parties thereto.

Dated: December 1, 2003

BANCSHARES REALTY, LLC, a  
Delaware limited liability company

By: 

Name: Gary Jay Saulson  
Title: Manager

PNC REALTY HOLDING CORP.  
OF FLORIDA, a Florida corporation

By: 

Name: Gary Jay Saulson  
Title: Executive Vice President

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