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Division of Corporations

CT CORPORATION

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### MERGER OR SHARE EXCHANGE

BRADLEY ROYALTY PARTNERS, L.L.C.

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**ARTICLES OF MERGER**

of

**BRADLEY NOMINEE CORPORATION**

with and into

**BRADLEY ROYALTY PARTNERS, L.L.C.**

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Submitted in accordance with Section 608.4382, Florida Statutes

The undersigned, James R. McGoogan, being the President of Bradley Nominee Corporation, a New York corporation, and the Manager of Bradley Royalty Partners, L.L.C., a Florida limited liability company, does hereby state as follows:

1. The name, jurisdiction, entity type and street address of its principal office for each merging entity is as follows: Bradley Nominee Corporation, a New York corporation (the "Disappearing Corporation") with a principal office located at 765 SW Wisper Bay Drive, Palm City, Florida 34990, and Bradley Royalty Partners, L.L.C., a Florida limited liability company with a principal office located at 765 SW Wisper Bay Drive, Palm City, Florida 34990.

2. The name, jurisdiction, entity type and street address of its principal office for the surviving entity is Bradley Royalty Partners, L.L.C., a Florida limited liability company (the "Surviving Entity") with a principal office located at 765 SW Wisper Bay Drive, Palm City, Florida 34990.

3. The Plan of Merger between the Disappearing Corporation and the Surviving Entity (the "Plan of Merger"), pursuant to which the Disappearing Corporation will merge with and into the Surviving Entity (the "Merger"), is attached to these Articles of Merger as Exhibit A and meets the requirements of Section 608.438, Florida Statutes.

4. The Plan of Merger was approved by the Surviving Entity in accordance with Chapter 608, Florida Statutes and by the Disappearing Corporation in accordance with applicable New York State law.

5. 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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6. The Merger will become effective as of the date these Articles of Merger are filed with the Florida Department of State.

7. These Articles of Merger comply and were executed in accordance with the laws of the Constituent Entities applicable jurisdictions.

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By: James R. McGoogan  
James R. McGoogan, President

By: James R. McGoogan  
James R. McGoogan, Manager

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# EXHIBIT A

## PLAN OF MERGER

between

**BRADLEY NOMINEE CORPORATION,**

a New York corporation,

and

**BRADLEY ROYALTY PARTNERS, L.L.C.,**

a Florida limited liability company

1. In accordance with the provisions of this Plan of Merger and the applicable provisions of Florida and New York law, as of the Effective Date (as defined below), Bradley Nominee Corporation shall be merged with and into Bradley Royalty Partners, L.L.C. (the "Merger"), the separate and corporate existence of Bradley Nominee Corporation (the "Disappearing Corporation") shall cease, and Bradley Royalty Partners, L.L.C., (the "Surviving Entity") shall continue its corporate existence pursuant to the laws of Florida under its present name. The parties to this Plan of Merger are hereinafter collectively referred to as the "Constituent Entities."

2. The Merger shall become effective as of the date Articles of Merger are filed with the Florida Department of State (the "Effective Date").

3. The Surviving Entity shall possess and retain every interest in all assets and property of the Constituent Entities of every description. The rights, privileges, immunities, powers, franchises and authority of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed, and the Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Date.

5. If at any time after the Effective Date the Surviving Entity 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 of Merger, the appropriate officers of the Surviving Entity or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Entity, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Entity, or to otherwise carry out the provisions of this Plan of Merger.

6. The Articles of Organization and the Regulations of the Surviving Entity in effect immediately prior to the Effective Date shall continue without change and be the Articles of Organization and the Regulations of the Surviving Entity from and after the Effective Date until further amended.

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7. From and after the Effective Date, each of the managers and members and each of the officers of the Surviving Entity shall continue in office in the same capacity until their successors are elected and qualified or until their earlier death, resignation or removal.

8. Upon the Effective Date, by virtue of the Merger and by action of the parties, each issued and outstanding membership interest of the Surviving Entity shall remain issued and outstanding. There are no shares of capital stock of the Disappearing Corporation issued and outstanding.

9. To the extent not expressly stated in this Plan of Merger, upon the Effective Date, hereof all of the provisions of Section 608.4383 of the Florida Limited Liability Company Act describing the effect of a merger, shall be applicable.

10. Upon the execution of this Plan of Merger, the Disappearing Corporation and the Surviving Entity shall cause appropriate officers to execute Articles of Merger in such form as is required by applicable law and upon such execution this Plan of Merger shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein. Thereupon, such Articles of Merger shall be delivered for filing by the Surviving Corporation to the Florida Department of State.

11. The names and addresses of the Managers of the Surviving Entity are as follows:

Stephen M. Streeter  
1200 Humboldt #1101  
Denver, CO 80218

George A. Kent  
8306 Longneedle Drive  
Montgomery, AL 36117

George W. Holbrook, Jr.  
7067 S.E. Greenview Place  
Hobe Sound, FL 33455

W. Duncan MacMillian  
155 East Lake Street  
Wayzata, MN 55391

George C. Bradley  
1215 Sadler Drive  
Carlisle, PA 17013

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12. The Disappearing Corporation hereby represents and warrants to the Surviving Entity that the Disappearing Corporation has not transferred, sold or assigned any of the assets the Disappearing Corporation received under the property assignments from Bradley Resources Corporation to the Disappearing Corporation, each dated December 1984, and copies of which have been provided by the Disappearing Corporation to the Surviving Entity, except that the Disappearing Corporation has sold the following properties received under such assignments: (a) MI 2202 Fresno County, CA, (b) MI 2203 Kern County, CA, (c) MI 454 Russell County, KS, (d) 2283 Meade County, KS, (e) MI 80 Pecos County, TX, (f) MI 174 Pecos County, TX and (g) MI 175 Crockett County, TX.

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IN WITNESS WHEREOF, the Constituent Entities have executed this Plan of Merger  
as of September 20, 2004.

**BRADLEY NOMINEE CORPORATION**

By:   
James R. McGoogan, President

**BRADLEY ROYALTY PARTNERS, L.L.C.**

By:   
James R. McGoogan, President

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