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From: Account Name : FISHER, TOUSEY, LEAS & BALL  
Account Number : I19990000021  
Phone : (904) 356-2600  
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MERGER OR SHARE EXCHANGE

BRC Florida Holdings, L.L.C.

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**ARTICLES AND PLAN OF MERGER**  
*by and between*  
**BRC FLORIDA HOLDINGS, L.L.C. and BRADDOCK REALTY, LLC,**  
*with*  
**BRC FLORIDA HOLDINGS, L.L.C.**  
**AS THE SURVIVING ENTITY**

THESE ARTICLES AND PLAN OF MERGER (the "Articles of Merger") are made and entered into this 24th day of January, 2007, by and between BRC FLORIDA HOLDINGS, L.L.C., a Florida limited liability company with its principal office at 14476-101 Duval Place West, Jacksonville, Florida 32218 (the "Surviving Entity"), and BRADDOCK REALTY, LLC, a New Jersey limited liability company with its principal office at 14600 Duval Place West, Jacksonville, Florida 32218 (the "Disappearing Entity"). In these Articles of Merger, the Surviving Entity and the Disappearing Entity are collectively referred to as the "Constituent Entities".

A. Braddock Realty Holding Company, LLC, a Florida limited liability company (the "Member"), is the sole member of the Surviving Entity and the Disappearing Entity.

B. In conjunction with the reorganization of the assets of the Member, the Member has determined (1) it to be in its best interest to contribute the assets of the Disappearing Entity to the Surviving Entity, and (2) that the most efficient method of making such contribution is causing the Disappearing Entity to merge with and into the Surviving Entity pursuant to the terms and conditions set forth in these Articles of Merger (the "Merger").

NOW, THEREFORE, the Constituent Entities and the Member, in consideration of the mutual covenants, agreements and provisions set forth below, have agreed that the Disappearing Entity will merge with and into the Surviving Entity pursuant to the laws of the State of Florida and the State of New Jersey upon the terms and conditions set forth below shall govern:

**ARTICLE I**  
**MERGER**

As of January 24, 2007 (the "Effective Date"), the Disappearing Entity shall be merged with and into the Surviving Entity. Upon the approval of these Articles of Merger by the Secretaries of State of the State of Florida and the State of New Jersey and the payment of all fees and taxes required by the laws of the State of Florida and the State of New Jersey, these Articles of Merger shall be filed with the Secretaries of State of the State of Florida and the State of New Jersey. The Merger shall be effective, and the separate existence of the Disappearing Entity shall cease (except as continued by statute) as of the Effective Date. Following the Merger, the Surviving Entity shall be governed by the laws of the State of Florida, which state shall be its domicile.

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## ARTICLE II ARTICLES OF ORGANIZATION

The Articles of Organization of the Surviving Entity as in effect immediately prior to the effective date of the Merger shall remain in full force and effect as the Articles of Organization of the Surviving Entity after the Merger.

## ARTICLE III CONVERSION OF OUTSTANDING MEMBERSHIP INTERESTS

Because the (a) Member owns one hundred percent (100%) membership interest in both of the Constituent Entities, and (b) the membership interest of the Member in the Constituent Entities is not certificated or maintained in any form other than a percentage of ownership in the Constituent Entities, no additional membership interest in the Surviving Entity can be issued to the Member in conjunction with the Merger.

## ARTICLE IV TERMS AND CONDITIONS

(a) The Operating Agreement of the Surviving Entity in effect on the Effective Date of the Merger shall continue to be the Operating Agreement of the Surviving Entity.

(b) The principal office of the Surviving Entity shall be 14476-101 Duval Place West, Jacksonville, Florida 32218.

(c) If at any time the Surviving Entity shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest in the Surviving Entity, according to the terms hereof, the title to any property or rights of the Disappearing Entity, the proper officers and representatives of the Disappearing Entity or the Surviving Entity shall execute and make all such property assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Entity or otherwise to carry out the intent or accomplish the purposes of these Articles of Merger.

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**ARTICLE V  
EFFECT OF MERGER**

Upon the effectiveness of the Merger, (a) the separate existence of the Disappearing Entity, except insofar as it may be continued by statute, shall cease, and (b) the Surviving Entity shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises for a public as well as a private nature, and be subject to all restrictions, disabilities, and duties of the Disappearing Entity, and all the rights, privileges, immunities, powers and franchises of the Disappearing Entity and all property, real, personal and mixed, and all debts due or belonging to the Disappearing Entity, shall be vested in the Surviving Entity; and all assets (tangible, intangible, personal, real or otherwise), property, rights, privileges, immunities, powers and franchises, and every other interest shall be the property of the Surviving Entity, and the title to any real estate vested by deed or otherwise in the Disappearing Entity shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of the Disappearing Entity shall be preserved, unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities, obligations and duties of the Disappearing Entity attach to and shall be assumed by the Surviving Entity, and may be enforced against the Surviving Entity to the same extent as if those debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Entity.

**ARTICLE VI  
AUTHORIZATION OF MERGER**

The Member of the Constituent Entities, by resolution, approved the Plan of Merger set forth in these Articles of Merger.

**ARTICLE VII  
COMPLIANCE WITH LEGAL REQUIREMENTS**

All provisions of the laws of the State of Florida and the State of New Jersey applicable to the Merger have been or will have been complied with upon the filing and recording of these Articles of Merger with the Secretaries of State of the State of Florida and the State of New Jersey.

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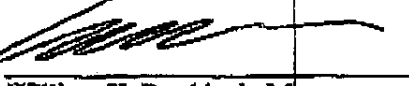
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IN WITNESS WHEREOF, the Constituent Entities have caused these Articles of Merger to be executed the day and year first above written.

BRC FLORIDA HOLDINGS, L.L.C.,  
a Florida limited liability company

By:   
William K. Braddock, Manager

BRADDOCK REALTY, LLC,  
a New Jersey limited liability company

By:   
William K. Braddock, Manager

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