

Division of Corporations

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L99000001276

Florida Department of State
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MERGER OR SHARE EXCHANGE

FIRST COAST JACKSONVILLE, L.L.C.

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

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99 MAR-17 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST COAST INVESTMENT REALTY, INC., A FLORIDA CORPORATION
(S68392)

INTO

FIRST COAST JACKSONVILLE, L.L.C., a Florida entity, L99000001276.

File date: March 17, 1999

Corporate Specialist: Diane Cushing

E99000006373

ARTICLES OF MERGER

of

FIRST COAST INVESTMENT REALTY, INC., a Florida corporation

into

FIRST COAST JACKSONVILLE, L.L.C., a Florida limited liability company

Pursuant to Sections 607.1108 and 607.1109 of the Florida Business Corporation Act and Sections 608.438 and 608.4382 of the Florida Limited Liability Company Act, the following Articles of Merger are adopted by First Coast Investment Realty, Inc., ("Corporation"), a Florida corporation, and First Coast Jacksonville, L.L.C. ("LLC"), a Florida limited liability company.

1. A true and correct copy of the Agreement and Plan of Merger (the "Plan of Merger") between Corporation and LLC is attached hereto as Exhibit A and incorporated herein by reference.
2. Pursuant to the Plan of Merger, Corporation shall be merged with and into LLC and LLC shall be the surviving entity.
3. The Merger Agreement was approved by the members entitled to vote of LLC and by the shareholders of Corporation, in each case effective as of March 1, 1999, in accordance with such entity's organizational documents and applicable law.
4. The effective date of the Merger shall be the date of the filing of these Articles of Merger with the Secretary of State of Florida.

Prepared by Peter O. Larsen, Esq.
Milam Otero Larsen Dawson & Traylor, P.A.
50 North Laura Street, Suite 2750
Jacksonville, Florida 32202
(904) 798-3700
Fla. Bar No. 0651370

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TALLAHASSEE, FLORIDA

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MAR-17-99 WED 11:48 AM MILAM OTERO

FAX NO. 9047983730

P. 03/06

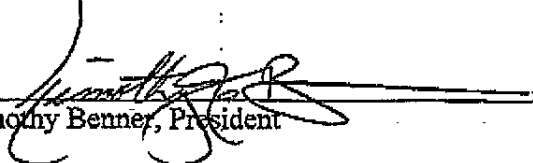
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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed by their duly authorized officers as of this 1st day of March, 1999.

FIRST COAST JACKSONVILLE, L.L.C.

By: 
Arthur Kirschman, as Managing Member

FIRST COAST INVESTMENT REALTY, INC.

By: 
Timothy Benner, President

FILED
99 MAR 17 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EXHIBIT A

H99000006373

AGREEMENT AND PLAN OF MERGER OF

First Coast Investment Realty, Inc.,
a Florida corporation

with and into

First Coast Jacksonville, L.L.C.,
a Florida limited liability company

FILED
99 MAR 17 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Agreement and Plan of Merger, dated as of March 1, 1999, made by and between First Coast Investment Realty, Inc., a Florida corporation ("Corporation"), and First Coast Jacksonville, L.L.C., a Florida limited liability company ("LLC" and, collectively with "Corporation," the "Constituent Entities").

WITNESSETH:

WHEREAS, Corporation desires to merge with and into LLC, with LLC being the surviving entity (the "Merger"), upon the terms and subject to the conditions set forth in this Agreement and Plan of Merger (the "Plan"); and

WHEREAS, the respective Board of Directors of the Constituent Entities have determined it to be in their best interests to effect the Merger, as contemplated by the Plan, all in accordance with Sections 607.1108 and 607.1109 of the Florida Business Corporation Act and Sections 608.438 and 608.4382 of the Florida Limited Liability Company Act (respectively, the "Corporations Act" and the "Limited Liability Company Act").

NOW THEREFORE, in consideration of \$10.00 in hand paid of the mutual agreements, covenants, and provisions contained herein, and for other good and valuable consideration, receipt of which is hereby acknowledged, the parties agree as follows:

**ARTICLE I
THE MERGER**

1. The term "Effective Date" shall mean the date the Articles of Merger are filed with the State of Florida, Department of State, in accordance with Section 607.0123(1) of the Corporations Act.

2. On the Effective Date, Corporation shall be merged with and into LLC. The separate existence of Corporation shall cease as of the Effective Date and the existence of LLC shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public, as well as of a private, nature

EXHIBIT A (cont'd)

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and subject to all the duties and liabilities of corporations organized under the laws of the State of Florida.

**ARTICLE II
EFFECTS OF THE MERGER**

As of the Effective Date, LLC shall possess all of the rights, privileges, immunities and franchises, of both a public and private nature, of Corporation, and shall be responsible and liable for all liabilities and obligations of Corporation, all as more particularly set forth in Section 607.11101 of the Corporations Act and as set forth in the Section 608.4383 of the Limited Liability Company Act. Arthur Kirschman is the Managing Member of LLC and will remain the Managing Member of LLC after the Effective Date of the Merger. Arthur Kirschman's address is 2111 Sawgrass Village Drive, Ponte Vedra Beach, FL 32082.

**ARTICLE III
TERMS AND CONDITIONS OF THE TRANSACTION:
CONVERSION OF AND PAYMENT FOR SHARES:
DISSENTERS RIGHTS**

1. Each share (or fraction thereof) of Corporation's common stock issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the Merger and without any action on the part of the holders, be converted into one (1) share (or fraction thereof) of the presently authorized and unissued shares of the common stock of LLC.

2. All "Membership Interests" of LLC shall remain outstanding and unaffected by the Merger.

**ARTICLE IV
ASSIGNMENT**

If at any time LLC shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in LLC, the title to any property or rights of Corporation or to otherwise carry out the provisions hereof, the proper officers and directors of LLC, as of and after the Effective Date, shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect or confirm title to such property or rights in LLC.

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MAR-17-99 WED 11:49 AM MILAM OTERO

FAX NO. 9047983730

P. 08/08

EXHIBIT A (cont'd)

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**ARTICLE V
EXPENSES**

Corporation shall pay all expenses of accomplishing the Merger.

IN WITNESS WHEREOF, the parties have set their hands as of the date first written above.

FIRST COAST INVESTMENT REALTY,
INC.

By: /s/ Timothy Benner
Timothy Benner, President

FIRST COAST JACKSONVILLE, L.L.C.

By: /s/ Arthur Kirschman
Arthur Kirschman, as Managing
Member