

W99000001713

LAW OFFICES  
BARBER, EMERSON, SPRINGER, ZINN & MURRAY, L.C.

1211 MASSACHUSETTS STREET  
POST OFFICE BOX 667  
LAWRENCE, KANSAS 66044  
(785) 843-6600  
FACSIMILE (785) 843-8405

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2002 JUL 29 PM 2:52

RICHARD A. BARBER  
(1911-1998)

JOHN A. EMERSON  
BYRON E. SPRINGER  
RICHARD L. ZINN  
THOMAS V. MURRAY  
CALVIN J. KARLIN  
JANE M. ELDREDGE  
MARK A. ANDERSEN\*  
WILLIAM N. FLEMING\*  
TERENCE E. LEIBOLD\*  
TERENCE J. CAMPBELL\*  
JULIE A. BORCHARDT  
CLAYTON C. SKAGGS

\*ADMITTED IN KANSAS AND MISSOURI

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

MARTIN B. DICKINSON, JR.  
GLEE S. SMITH, JR.

OF COUNSEL

July 26, 2002

VIA - Federal Express

Office of the Florida Department of State  
ATTN: Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

700006765057--5  
-07/30/02--01060--006  
\*\*\*\*\*58.75 \*\*\*\*\*58.75

700006765057--5  
-08/08/02--01064--024  
\*\*\*\*\*21.25 \*\*\*\*\*21.25

Re: *Merger of Laudonniere, L.L.C., a Missouri limited liability company, with  
Laudonniere Real Estate Investments, LLC, a Florida limited liability company*

Dear Sir or Madam:

I enclose original and one copy of Articles of Merger for the merger between Laudonniere, L.L.C., a Missouri limited liability company, and Laudonniere Real Estate Investments, LLC, a Florida limited liability company, in which Laudonniere, L.L.C. will be the surviving company. I shall appreciate your returning a certified copy of the Articles to me at your earliest convenience to the following:

Mr. Clayton C. Skaggs  
Barber, Emerson, Springer, Zinn & Murray, L.C.  
1211 Massachusetts Street  
P.O. Box 667  
Lawrence, Kansas 66044

I enclose a check in the amount of \$58.75 payable to the "Florida Department of State" as the appropriate filing fee for the \$50.00 filing of the Articles of Merger and the \$8.75 fee for a certified copy of the filed Articles. If you have any questions, please call me at (785) 843-6600. Thank you for your assistance in this matter.

Very truly yours,

*Clayton C. Skaggs*

Clayton C. Skaggs  
of Barber, Emerson, Springer,  
Zinn & Murray, L.C.

W02-22081

J. BRYAN JUL 31 2002

CCS:dbk  
Enclosure

J. BRYAN AUG 8 2002



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

July 31, 2002

CLAYTON C. SKAGGS  
BARBER, EMERSON, SPRINGER, ZINN & MURRAY  
PO BOX 667  
LAWRENCE, KS 66044

SUBJECT: LAUDONNIERE REAL ESTATE INVESTMENTS, LLC  
Ref. Number: W02000022081

We have received your document for LAUDONNIERE REAL ESTATE INVESTMENTS, LLC and your check(s) totaling \$58.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a balance due of \$21.25.

The articles of merger must reflect that the surviving entity 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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan  
Document Specialist

Letter Number: 002A00046158

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JULIE A. BORCHARDT  
CLAYTON C. SKAGGS

\*ADMITTED IN KANSAS AND MISSOURI

RICHARD A. BARBER  
(1911-1998)

MARTIN B. DICKINSON, JR.  
GLEE S. SMITH, JR.  
OF COUNSEL

August 7, 2002

**VIA - Federal Express**

ATTN: Mr. Joey Bryan  
Office of the Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Re: *Merger of Laudonniere, L.L.C., a Missouri limited liability company, with  
Laudonniere Real Estate Investments, LLC, a Florida limited liability company  
Reference Number: W02000022081*

Dear Mr. Bryan:

Pursuant to our telephone conference, I resubmit an original and one copy of the Articles of Merger for the merger between Laudonniere, L.L.C., a Missouri limited liability company, and Laudonniere Real Estate Investments, LLC, a Florida limited liability company, in which Laudonniere, L.L.C. will be the surviving company. I also enclose a copy of your correspondence dated July 31, 2002 concerning the merger. Please note that Section 4 of the Articles contains the pertinent language which reflect that the surviving company appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes.

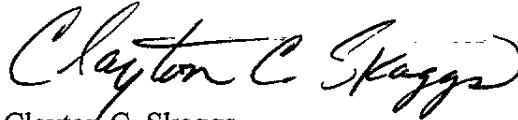
If the Articles of Merger are satisfactory, I understand from our previous discussion that you will file the Articles of Merger with a July 29, 2002 filing date because that is the date when your office originally received the merger documents. I shall appreciate your returning a certified copy of the Articles to me at your earliest convenience to the following:

Mr. Clayton C. Skaggs  
Barber, Emerson, Springer, Zinn & Murray, L.C.  
1211 Massachusetts Street  
P.O. Box 667  
Lawrence, Kansas 66044

Mr. Joey Bryan  
August 7, 2002  
Page 2

I enclose a check in the amount of \$21.25 payable to the "Florida Department of State" as the amount due on the balance for appropriate fees for filing of the Articles of Merger and the certified copy of the filed Articles. If you have any questions, please call me at (785) 843-6600. Thank you for your assistance and cooperation in this matter.

Very truly yours,



Clayton C. Skaggs  
of Barber, Emerson, Springer,  
Zinn & Murray, L.C.

CCS:dbk  
Enclosure

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TALLAHASSEE, FLORIDA

## ARTICLES OF MERGER

### MERGING

Laudonniere Real Estate Investments, LLC,  
a Florida limited liability company,

### INTO

Laudonniere, L.L.C.,  
a Missouri limited liability company,

### PURSUANT TO SECTION 608.4382 OF THE FLORIDA LIMITED LIABILITY COMPANY ACT

Laudonniere, L.L.C. ("**Laudonniere**"), a limited liability company duly organized and existing under the Limited Liability Company Act of the State of Missouri, Missouri Registration Number LC0068293, with its principal place of business at R.R. 80, Box 566, Camdenton, Missouri, 65020, and Laudonniere Real Estate Investments, LLC, a limited liability company duly organized and existing under the Limited Liability Company Act of the State of Florida, Florida Registration Number: L99000001713, FEI Number 48-1214305, with its principal address at 15 Isle of Venice, Fort Lauderdale, Florida 33301, do hereby certify pursuant to Section 347.129, RSMo:

1. That Laudonniere, L.L.C., a Missouri limited liability company, and Laudonniere Real Estate Investments, LLC, a Florida limited liability company (collectively the "**Constituent Companies**") have entered into the attached Plan of Merger (the "**Agreement**"), dated as of July 26, 2002, which sets forth the terms and conditions of a merger by and between the Constituent Companies (the "**Merger**"), which meets the requirements of Section 608.4381, Florida Statute, and amendments thereto, and has been approved, adopted, certified and executed by the managers and members of the Constituent Companies in accordance with Chapter 608, Florida Statutes, and amendments thereto.

2. That the name of the surviving company of said Merger is Laudonniere, L.L.C. (the "**Surviving Company**"), and its articles of organization and operating agreement in effect of the Effective Date, as hereinafter defined, shall be and remain the articles of organization and operating agreement of the Surviving Company.

3. The Merger was authorized and approved by the members of the Constituent Companies in accordance with the Missouri Limited Liability Company Act and the Florida Limited Liability Company Act.

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TALLAHASSEE, FLORIDA

4. The address of the registered office and the name of the registered agent of Laudonniere shall be and remain the registered office and registered agent of the Surviving Company. That the Surviving Company 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 members of a Florida limited liability company that is a party to the Merger. The Florida Secretary of State may mail a copy of any process against the Surviving Company that is served upon the Secretary to the following address: R.R. 80, Box 566, Camdenton, Camden County, Missouri 65020.

5. That the executed Agreement is on file at the principle place of business of the Surviving Company, which is located at R.R. 80, Box 566, Camdenton, Camden County, Missouri 65020.

6. That upon the request of any member of a Constituent Company, a copy of said Agreement will be provided without cost to such member by the Surviving Company.

7. The Merger shall be effected by and be given effect upon the filing of these Articles of Merger in the office of the Department of State of Florida. Such date and time of filing is referred to in this Certificate of Merger as the "Effective Date."

*(remainder of page intentionally left blank)*

**IN WITNESS WHEREOF**, the authorized representatives of the Constituent Companies have executed these Articles of Merger to be effective as of the Effective Date.

**LAUDONNIERE, L.L.C., a Missouri  
limited liability company**

By: Robert H. Russell  
Robert H. Russell, Manager

**LAUDONNIERE REAL ESTATE  
INVESTMENTS, LLC, a Florida limited  
liability company**

By: Robert H. Russell  
Robert H. Russell, Manager

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TALLAHASSEE, FLORIDA

Barber, Emerson, Springer, Zinn & Murray, L.C.  
1211 Massachusetts Street  
P.O. Box 667  
Lawrence, Kansas 66044

**EXHIBIT A**

**PLAN OF MERGER**

**THIS PLAN OF MERGER** (the "**Agreement**") is made and entered in to be effective this 26th day of July, 2002 (the "**Effective Date**"), by and between Laudonniere, L.L.C., a Missouri limited liability company ("**Laudonniere**"), and Laudonniere Real Estate Investments LLC, a Florida limited liability company ("**LREI**").

**RECITALS**

A. Laudonniere is a limited liability company organized and existing under the laws of the State of Missouri, Missouri Registration Number LC0068293, with its principal office at R.R. 80, Box 566, Camdenton, Missouri 65020.

B. LREI is a limited liability company organized and existing under the laws of the State of Florida, Florida Registration Number: L99000001713, FEI Number 48-1214305, with its principal office at 15 Isle of Venice, Fort Lauderdale, Florida 33301.

C. The respective managers and members of Laudonniere and LREI have duly adopted resolutions approving the adoption of this Agreement and authorizing the proposed merger of the two limited liability companies (the "**Merger**") pursuant to Section 347.127, RSMo., and Section 608.4381, Florida Statutes, and is being submitted in accordance with Section 347.128, RSMo. and Section 608.438, Florida Statutes, upon the terms and conditions set forth in this Agreement.

**AGREEMENT**

IN CONSIDERATION OF the mutual promises and covenants hereinafter set forth the parties agree as follows:

**SECTION 1**

**Surviving Corporation**

1. Laudonniere and LREI hereby agree, in accordance with Section 347.127, RSMo., and Section 608.4381, Florida Statutes, to merge the assets, liabilities, and operations of each limited liability company. Laudonniere, L.L.C., a Missouri limited liability company, shall be the surviving limited liability company and all references in this Agreement to "**Surviving Company**" shall be to such company.

1.2 The Surviving Company shall be governed by the laws of the State of Missouri. On the Effective Date of the Merger, the separate existence of Laudonniere Real Estate Investments, LLC shall cease.

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**SECTION 2**  
**Management and Membership**

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2.1 The articles of organization of Laudonniere shall continue in full force and effect, except as hereby amended by this Agreement, or as thereafter amended in accordance with its Operating Agreement and governing law.

2.2 The Operating Agreement of Laudonniere shall be and remain the Operating Agreement of the Surviving Company until altered, amended or repealed.

2.3 The Manager of Laudonniere on the Effective Date of the Merger, Robert H. Russell, R.R. 80, Box 566, Camdenton, Missouri, 65020, shall continue in office and shall constitute the Manager of the Surviving Company for the term elected until changed pursuant to the Surviving Company's Operating Agreement. Upon the Effective Date of this Agreement, the manager of LREI shall be deemed to have resigned his respective position, without the necessity of having such person resign, unless such person is appointed by action of the members of Laudonniere to its manager position in accordance with its Operating Agreement.

**SECTION 3**  
**Rights, Privileges and Obligations of Surviving Company**

3.1 On the Effective Date of the Merger, the Surviving Company shall possess all of the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities and duties of LREI; and all of the property, real, personal and mixed, and all debts due on whatever account and all and every other interest of or belonging to or due to LREI shall be deemed to be transferred to and vested in the Surviving Company without further act or deed, and the title to any property or any interest therein, vested in LREI or Laudonniere shall not revert or be in any way impaired by reason of the Merger.

3.2 On the Effective Date of the Merger, the Surviving Company shall be deemed responsible and liable for all the liabilities and obligations of LREI; and any claims existing by or against LREI may be prosecuted to judgment as if the merger had not taken place, or the Surviving Company may be substituted in place of LREI. The rights of the creditors shall not be impaired by this Merger. Laudonniere shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with the outstanding obligations of LREI.

**SECTION 4**  
**Cancellation of LREI Membership Interest**

4.1 On the Effective Date of the Merger, each of the 1000 Membership Units in LREI shall cease to be an issued and existing units, and shall be canceled.

4.2 On and following the Effective Date of the Merger, all of the issued and outstanding Membership Units of the Surviving Company shall continue in existence.

4.3 The number of Membership Units of the Surviving Company to be issued in exchange for the acquisition, by Laudonniere, of all Membership Units of LREI which are issued and outstanding immediately prior to the Effective Time shall be 1000 Membership Units. As of the Effective Date of the Merger, each Membership Unit of LREI that is issued and outstanding immediately prior to the Effective Date will be canceled and extinguished and each Membership Unit of LREI that is issued and outstanding immediately prior to the Effective Date shall be converted automatically into the right to receive one (1) Membership Unit in the Surviving Company.

4.4 No fractional Membership Units in the Surviving Company will be issued. Instead, the number of Units issuable shall be rounded down to the nearest whole Unit.

4.5 At the closing, the Surviving Company shall provide each holder of record a certificate or certificates which immediately prior to the closing of the Merger represented outstanding Membership Units of LREI (the "**Certificates**") and which Membership Units were converted into the right to receive Membership Units of the Surviving Company, upon surrender of a Certificate for cancellation to LREI in exchange therefor, a certificate representing the number of Membership Units of Surviving Company, to which such holder is entitled pursuant to Section 4.3, and the Certificate so surrendered shall be canceled. The Membership Units of the Surviving Company issued in exchange for, and upon the surrender of, units in LREI in accordance with the terms hereof shall be deemed to have been issued in full satisfaction of all rights pertaining to such units of LREI and there shall be no further registration of transfers on the records of units of LREI which were outstanding immediately prior to the Closing.

## **SECTION 5**

### **Subsequent Acts**

If at any time Surviving Company shall consider or be advised that any further actions are necessary or desirable to vest or to perfect or confirm of record in the Surviving Company the title to any property or rights of LREI or to otherwise carry out the provisions hereof, the proper manager and members of LREI as of the Effective Date of the Merger shall execute and deliver any and all proper assignments and assurances in laws, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in the Surviving Company and to otherwise carry out the provisions hereof.

IN WITNESS WHEREOF, the authorized representatives of each company have executed this Agreement to be effective as of the Effective Date.

**LAUDONNIERE, L.L.C., a Missouri  
limited liability company**

By: Robert H. Russell  
Robert H. Russell, Manager

**LAUDONNIERE REAL ESTATE  
INVESTMENTS, LLC, a Florida limited  
liability company**

By: Robert H. Russell  
Robert H. Russell, Manager

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