

M00000002523

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Corporation(s) Name

Integratup Gainesville I, LLC
Integratup Gainesville II, LLC
MENSING INC.
Integratup Gainesville, LLC

☐ Profit
☐ Nonprofit

☐ Amendment

☐ Foreign
☐ LLC

☐ Dissolution
☐ Withdrawal

☐ Limited Partnership
☐ Reinstatement
☐ UCC ☐ 1 or ☐ 3

☐ UBR
☐ Fictitious Name

☒ Merger
☐ Mark
☐ Other
☐ CL RA

***Special Instructions**

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☐ Photocopies

☐ CUS

☐ Arts/amends/mergers ☐ Other-See Above

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Jeffrey Butterfield

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4th
CF - 75.00
CERT 30.00

FILED
00 DEC 11 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

INTEGROU GAINESVILLE 1, LLC, A FLA. LLC, (L00000001285)

INTEGROU GAINESVILLE 2, LLC, A FLA. LLC. (L00000000793)

INTO

INTEGROU GAINESVILLE, LLC, a Delaware entity, M00000002523

File date: December 11, 2000

Corporate Specialist: Buck Kohr

ARTICLES OF MERGER

OF

INTEGROU GAINESVILLE 1, LLC,
A FLORIDA LIMITED LIABILITY COMPANY
("MERGING LLC ONE")

AND

INTEGROU GAINESVILLE 2, LLC,
A FLORIDA LIMITED LIABILITY COMPANY
("MERGING LLC TWO")

WITH AND INTO

INTEGROU GAINESVILLE, LLC,
A DELAWARE LIMITED LIABILITY
("SURVIVING LLC")

The following articles of merger are being submitted in accordance with Section 608.4382, 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. Integrou Gainesville 2, LLC 7077 Bonneval Road Suite 600 Jacksonville, Florida 32216	Florida	Limited Liability Company
Florida Document/Registration Number:	L00000000793	
2. Integrou Gainesville 1, LLC 7077 Bonneval Road Suite 600 Jacksonville, Florida 32216	Florida	Limited Liability Company
Florida Document/Registration Number:	L00000001285	
3. Integrou Gainesville, LLC 7077 Bonneval Road Suite 600 Jacksonville, Florida 32216	Delaware	Limited Liability Company

FILED
00 DEC 11 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L00000001285

L00000000793

M00000002523

FILED
00 DEC 11 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>
Integroup Gainesville, LLC 7077 Bonneval Road Suite 600 Jacksonville, Florida 32216	Delaware	Limited Liability Company

THIRD: The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes and the attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the applicable laws of the State of Delaware.

FOURTH: Each domestic limited liability company that is a party to the merger has obtained the written consent of its respective member in accordance with Section 608.4381, Florida Statutes and each other limited liability company that is a party to the merger has obtained the written consent of its respective member in accordance with the applicable laws of the State of Delaware.

FIFTH: The merger is permitted under the 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 of any limited liability company that is a party to the merger.

SIXTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

EIGHTH: The surviving entity, being formed under the laws of the State of Delaware, 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 member of each limited liability company that is a party to the merger,

NINTH: The surviving entity, being formed under the laws of the State of Delaware, agrees to pay the dissenting members of each domestic limited liability company that is a party to the merger the amount, if any, to which they are entitled under section 608.4384, Florida Statutes.

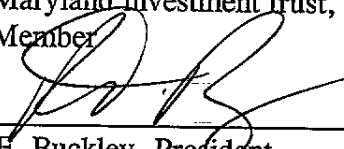
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00 DEC 11 PM 4:00
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00 DEC 11 PM 4:00
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"SURVIVING LLC"

INTEGROUP GAINESVILLE, LLC,
Delaware limited liability company

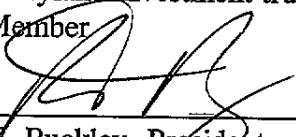
By: INTEGROUP REALTY TRUST, a
Maryland investment trust, as sole
Member

By: 
Ronald F. Buckley, President

"MERGING LLC ONE"

INTEGROUP GAINESVILLE 1, LLC, a
Florida limited liability company

By: INTEGROUP REALTY TRUST, a
Maryland investment trust, as sole
Member

By: 
Ronald F. Buckley, President

"MERGING LLC TWO"

INTEGROUP GAINESVILLE 2, LLC, a
Florida limited liability company

By: INTEGROUP REALTY TRUST, a
Maryland investment trust, as sole
Member

By: 
Ronald F. Buckley, President

PLAN OF MERGER

PLAN OF MERGER, dated as of December 8, 2000 (the "Plan"), between Integroup Gainesville, LLC, a Delaware limited liability company (the "Surviving LLC"), and Integroup Gainesville 1, LLC, a Florida limited liability company ("Merging LLC One") and Integroup Gainesville 2, LLC, a Florida limited liability company ("Merging LLC Two").

WITNESSETH:

WHEREAS, 608.438 of the Florida Limited Liability Company Act (the "LLC Act"), authorizes the merger of one or more Florida limited liability companies with and into a Delaware limited liability company;

WHEREAS, the Surviving LLC, Merging LLC One and Merging LLC Two now desire to merge (the "Merger"), following which the Surviving LLC shall be the surviving entity;

WHEREAS, the requisite number of the members of the Surviving LLC have approved this Plan and the consummation of the Merger; and

WHEREAS, the requisite number of the members of Merging LLC One have approved this Plan and the consummation of the Merger.

WHEREAS, the requisite number of the members of Merging LLC Two have approved this Plan and the consummation of the Merger.

NOW THEREFORE, the parties hereto hereby agree as follows:

ARTICLE I THE MERGER

SECTION 1.01. THE MERGER.

(a) The parties shall cause the Merger to be consummated by filing Articles of Merger (the "Articles of Merger") with the Secretary of State of Florida evidencing the Merger of Merging LLC One and Merging LLC Two with and into the Surviving LLC and make all other filings or recordings required by Florida law in connection with the Merger. The Merger shall become effective at such time as is specified in the Articles of Merger (the "Effective Time").

(b) At the Effective Time, Merging LLC One and Merging LLC Two shall be merged with and into the Surviving LLC, whereupon the separate existences of Merging LLC One and Merging LLC Two shall cease, and the Surviving LLC shall be the surviving entity of the Merger in accordance with the LLC Act.

(c) At the Effective Time, by virtue of the Merger and without further action or deed by or on behalf of the Surviving LLC, Merging LLC One, Merging LLC Two or any

of the members thereof, all currently issued and outstanding membership units of the Surviving LLC immediately prior to the Merger shall remain outstanding and each of the membership units of Merging LLC One and Merging LLC Two issued and outstanding immediately prior to the Merger shall be canceled and extinguished.

ARTICLE II THE SURVIVING LLC

SECTION 2.01 LIMITED LIABILITY COMPANY OPERATING AGREEMENT. The limited liability company Operating Agreement of Merging LLC Two in effect at the Effective Time shall be the limited liability company Operating Agreement of the Surviving LLC unless and until amended in accordance with its terms and applicable law.

SECTION 2.02 PRINCIPAL PLACE OF BUSINESS. The principal place of business of the Surviving LLC is located at 7077 Bonneval Road, Suite 600, Jacksonville, Florida 32216

ARTICLE III TRANSFER AND CONVEYANCE OF ASSETS AND ASSUMPTION OF LIABILITIES

SECTION 3.01. TRANSFER, CONVEYANCE AND ASSUMPTION. At the Effective Time, the Surviving LLC shall continue in existence as the surviving entity in the Merger, and without further transfer, succeed to and possess all of the rights, privileges and powers of Merging LLC One and Merging LLC Two, and all of the assets and property of whatever kind and character of Merging LLC One and Merging LLC Two shall vest in the Surviving LLC without further act or deed; thereafter, the Surviving LLC shall be liable for all of the liabilities and obligations of Merging LLC One and Merging LLC Two, and any claim or judgment against Merging LLC One and Merging LLC Two may be enforced against the Surviving LLC, as the surviving entity, in accordance with the LLC Act.

ARTICLE IV ABANDONMENT

Section 4.01. ABANDONMENT. The Plan may be abandoned upon the mutual Plan of the parties at any time prior to the Effective Time. The Plan may be amended, modified or supplemented at any time (before or after member approval) prior to the Effective Time of the merger with the mutual consent of the members of each of the parties to the Merger.

ARTICLE V MISCELLANEOUS

Section 5.01. AUTHORIZED PERSON. Integroup Realty Trust, a Maryland real estate investment trust, as the sole member of the Surviving LLC, Merging LLC One and Merging LLC Two, shall be authorized, at such time in its sole discretion as it deems appropriate to execute, acknowledge, verify, deliver, file and record, for and in the name of

the Surviving LLC, Merging LLC One and Merging LLC Two and, to the extent necessary, as the sole and managing member of the Surviving LLC, Merging LLC One and Merging LLC Two, any and all documents and instruments including, without limitation, the Certificate of Merger, and shall do and perform any and all acts required by applicable law which the Surviving LLC, Merging LLC One and Merging LLC Two deem necessary or advisable, in order to effectuate the Merger.

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FILED
DEC 11 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly executed by their respective authorized representatives as of the day and year first above written.

MERGING LLC ONE

INTEGROUPE GAINESVILLE 1, LLC, a
Florida limited liability company

By: INTEGROUPE REALTY TRUST, a
Maryland Real Estate Investment Trust
Title: Managing Member

By: _____
Name: Ronald F. Buckley
Title: President and Chairman

MERGING LLC TWO

INTEGROUPE GAINESVILLE 2, LLC, a
Florida limited liability company

By: INTEGROUPE REALTY TRUST, a
Maryland Real Estate Investment Trust
Title: Managing Member

By: _____
Name: Ronald F. Buckley
Title: President and Chairman

SURVIVING LLC

INTEGROUPE GAINESVILLE, LLC, a
Delaware limited liability company

By: INTEGROUPE REALTY TRUST, a
Maryland Real Estate Investment Trust
Title: Managing Member

By: _____
Name: Ronald F. Buckley
Title: President and Chairman