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MERGER OR SHARE EXCHANGE

Haines City CPDC, LLC

Certificate of Status	0
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ARTICLES OF MERGER

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 the merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Haines City, Fla., Commercial Properties Development Company, LLC 5630 Bankers Ave., Baton Rouge, LA 70808	Florida	Limited liability company

Florida Document/Registration Number: L03000010196

FEI Number: 611443076

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>
Haines City CPDC, LLC 5630 Bankers Ave., Baton Rouge, LA 70808	Delaware	Limited liability company

Florida Document/Registration Number M05000004141 FEI Number: Applied For

THIRD: The attached Agreement and Plan of Merger meets the requirements of section 608.438, Florida Statutes, and was approved by the merging limited liability company in accordance with Chapter 608, Florida Statutes.

FOURTH: The attached Agreement and Plan of Merger was approved by the surviving limited liability company in accordance with the Delaware Limited Liability Company Act.

FIFTH: The surviving entity 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 the merging limited liability company.

SIXTH: The surviving entity agrees to pay the dissenting members of the merging limited liability company the amount, if any, to which they are entitled under section 608.4384, Florida Statutes.

SEVENTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

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EIGHTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State and the Delaware Secretary of State.

NINTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

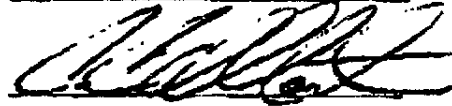
TENTH: Signature(s) for each party:

Name of Entity

Signatures

Typed or Printed Name

Haines City, Fla.,
Commercial Properties
Development Company, LLC



C. Cammack Morton,
Manager, an
authorized
representative of the
sole Member

Haines City, CPDC, LLC



C. Cammack Morton,
Manager, an
authorized
representative of the
sole Member

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") effective this 22nd day of July, 2005, between Haines City, Fla., Commercial Properties Development Company, LLC, a Florida limited liability company ("Haines City, Fla.") and Haines City CPDC, LLC, a Delaware limited liability company (the "Company").

WITNESSETH:

Whereas, Haines City, Fla. is a limited liability company duly organized and existing under the laws of the State of Florida, having been formed on the 20th day of March, 2003; and

Whereas, the Company is a limited liability company duly organized and existing under the laws of the state of Delaware, having been formed on the 12th day of July, 2005; and

Whereas, the sole member of Haines City, Fla. considers it advisable and to the advantage of and in the best interests of Haines City, Fla. and its sole member that it be merged into the Company; and

Whereas, the Company, through its sole member, considers it advisable and to the advantage and in the best interest of the Company and its sole member that Haines City, Fla. be merged into the Company.

Now, therefore, Haines City, Fla. and the Company have agreed and do hereby agree with each other that Haines City, Fla. shall be, and it is hereby merged into the Company in accordance with the provisions of Title 36 §608.438 through §608.4383 of the Florida Limited Liability Company Act and Title 6 §18-209 of the Delaware Limited Liability Company Act, and do hereby agree upon and prescribe the terms and conditions of the merger and of carrying it into effect, as follows:

I.

The exact name and jurisdiction of the merging party is: Haines City, Fla., Commercial Properties Development Company, LLC, a Florida limited liability company.

II.

The exact name and jurisdiction of the surviving party is: Haines City CPDC, LLC, a Delaware limited liability company.

III.

The terms and conditions of the merger are as follows:

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3.1 At the effective time of the merger, by virtue of the merger, and upon the consent of the Company, all of the ten (10) units of membership interest of Haines City, Fla. shall be cancelled.

3.2 The Certificate of Formation and Operating Agreement of the Company as they shall exist on the effective date of the merger described herein, shall be the Certificate of Formation and Operating Agreement of the company until altered, amended or repealed as therein provided.

3.3 Upon merger, C. Cammack Morton will remain as manager of the Company and shall continue to be the manager and shall have exclusive authority to act for the Company in all matters. The address of the manager is 5630 Bankers Avenue, Baton Rouge, Louisiana, 70808.

3.4 The Company shall pay all the expenses of carrying this Agreement into effect and of accomplishing the merger.

3.5 If, at any time, the Company shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest in the Company, according to the terms hereof, the title to any property or rights of Haines City, Fla., the appropriate authority of the Company shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Company, and otherwise to carry out the purpose of this Agreement and Plan of Merger.

3.6 The registered office and registered agent of the Company in the State of Delaware shall remain at The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801.

3.7 The effective date of merger shall be upon filing with the Florida Department of State and the Secretary of State of Delaware.

(The remainder of this page is left intentionally blank.)

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IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the
Haines City, Fla. and the Company as of the date and year first above written.

HAINES CITY, FLA., COMMERCIAL
PROPERTIES DEVELOPMENT COMPANY, LLC,
a Florida limited liability company

By: 

C. Cammack Morton, Manager, an authorized
representative of the Sole Member

HAINES CITY CPDC, LLC,
a Delaware limited liability company

By: 

C. Cammack Morton, Manager, an authorized
representative of the Sole Member