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TAMPA  
WASHINGTON, D.C.  
WEST PALM BEACH

FOLEY LARDNER  
ATTORNEYS AT LAW

N97000004593

June 25, 2002

VIA UPS NEXT DAY AIR

Ms. Karon Beyer  
Bureau Chief of the Bureau of Commercial  
Recordings  
Office of the Florida Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32399

(850) 245-6900

Re: The Glenridge Merger Documents

200006044602--6  
-06/26/02--01046--007  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

Dear Ms. Beyer:

As we discussed, enclosed are the original Glenridge merger documents, effectuating the merger of The Glenridge Real Estate Acquisition, Inc., a Florida not for profit corporation, with and into The Glenridge on Palmer Ranch, Inc., a Florida not for profit corporation. Please hold onto the documents until you receive word from either Karen F. Webb, Esq. or myself indicating that it is okay to file the merger. Once we give you the go ahead, please issue an acknowledgment letter regarding the filing of the merger and fax same to Ms. Webb or me at (904) 359-8700. Thereafter, we would appreciate your office issuing to us two (2) certified copies of the merger and one (1) good standing certificate. This firm's check in the amount of \$96.25 is enclosed to cover the filing fee and the cost of the certified copies.

Again, many thanks for your assistance. Please call if you have any questions.

Ms. Webb

GAVE

Very truly yours,

AUTHORIZATION BY PHONE TO

add  
CORRECT

adoption by surviving corp.

Carolyn Snider

DATE

6/28/02

Carolyn Snider  
Corporate Paralegal

Enclosures

DOC. EXAM. cc. T. Lewis  
Jeffrey M. McFarland, Esq. (w/encl.)  
Karen F. Webb, Esq. (w/encl.)

FILED  
02 JUN 28 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FOLEY & LARDNER  
THE GREENLEAF BUILDING  
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merger  
T. Lewis 6/28/02

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

THE GLENRIDGE REAL ESTATE ACQUISITION, INC., a Florida entity,  
N01000008467.

INTO

**THE GLENRIDGE ON PALMER RANCH, INC.,** a Florida entity, N97000004593

File date: June 28, 2002

Corporate Specialist: Thelma Lewis

**ARTICLES OF MERGER**

The following articles of merger are being submitted in accordance with section 617.1105, Florida Statutes.

**FIRST:** The Merging Corporation is The Glenridge Real Estate Acquisition, Inc., a Florida not for profit corporation, Florida Document/Registration Number N01000008467, and its principal address is 1301 Riverplace Blvd. Suite 1500, Jacksonville, Florida 32207.

**SECOND:** The Surviving Corporation is The Glenridge on Palmer Ranch, Inc., a Florida not for profit corporation, Florida Document/Registration Number N97000004593, and its principal address is 8590 Potter Park Dr. Suite A, Sarasota, Florida 34238-9852.

**THIRD:** The attached Plan of Merger meets the requirements of Section 617.1101, Florida Statutes, and was approved by the Merging Corporation and the Surviving Corporation in accordance with Chapter 617, Florida Statutes.

**FOURTH:** The attached Plan of Merger was approved by all of the members of the Merging Corporation as of June 21, 2002 by written consent in accordance with Section 617.0701, Florida Statutes. There are no members of the Surviving Corporation entitled vote on the Plan of Merger. The attached Plan of Merger was approved by the Board of Directors on June 21, 2002, of the Surviving Corporation.

**FIFTH:** The merger shall become effective on the date and time on which Articles of Merger are accepted for filing by the Florida Secretary of State.

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

IN WITNESS WHEREOF, these Articles of Merger have been executed by the Merging Corporation and the Surviving Corporation, this 21<sup>st</sup> day of June, 2002.

MERGING CORPORATION:

SURVIVING CORPORATION:

THE GLENRIDGE REAL ESTATE  
ACQUISITION, INC.

THE GLENRIDGE ON PALMER  
RANCH, INC.

By

Mary Fran Carroll

Name: Mary Fran Carroll  
Title: President

By

Mary Fran Carroll

Name: Mary Fran Carroll  
Title: Chairman

02 JUN 28 AM 10:14  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 617.1103, Florida Statutes, is being submitted in accordance with section 617.1101, Florida Statutes.

**FIRST:** The exact name and jurisdiction of the Merging Corporation is The Glenridge Real Estate Acquisition, Inc., a Florida not for profit corporation.

**SECOND:** The exact name and jurisdiction of the Surviving Corporation is The Glenridge on Palmer Ranch, Inc., a Florida not for profit corporation.

**THIRD:** The Merging Corporation shall be merged with and into the Surviving Corporation in accordance with section 617.1107, Florida Statutes, whereupon the separate corporate existence of the Merging Corporation shall cease and the Surviving Corporation shall be the surviving not for profit corporation. The Merger shall have the effects set forth in section 617.1106, Florida Statutes. Accordingly, from and after the Effective Time (as defined herein), the Surviving Corporation shall possess all the rights, privileges, powers and franchises, will succeed to all of the real estate and other property, or interest therein, and be subject to all of the restrictions, disabilities, liabilities and duties of the Merging Corporation.

**FOURTH:** All rights of the members of the Merging Corporation shall be terminated upon the Effective Time.

**FIFTH:** Upon the Merger, the Articles of Incorporation and Bylaws of the Surviving Corporation shall continue to be the Articles of Incorporation and Bylaws of the Surviving Corporation.

**SIXTH:** The Merger shall become effective on the date and time on which Articles of Merger are accepted for filing by the Florida Secretary of State (the "Effective Time").

**SEVENTH:** This Plan may be abandoned at any time prior to the Effective Time by either the Merging Corporation or the Surviving Corporation, without further member action and, if Articles of Merger have been filed with the Florida Secretary of State, by filing a Notice of Abandonment with such authority.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the Merging Corporation and the Surviving Corporation, this 21<sup>st</sup> day of June, 2002.

MERGING CORPORATION:

SURVIVING CORPORATION:

THE GLENRIDGE REAL ESTATE  
ACQUISITION, INC.

THE GLENRIDGE ON PALMER  
RANCH, INC.

By

Mary Fran Carroll

Name: Mary Fran Carroll  
Title: President

By

Mary Fran Carroll

Name: Mary Fran Carroll  
Title: Chairman