

P03000109643

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

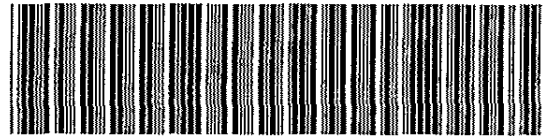
(Document Number)

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STATE  
TALLAHASSEE, FLORIDA

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FILED

**SMITH  
SAUER  
& DEMARIA**  

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**ATTORNEYS AT LAW**

**Via Federal Express**

December 29, 2004

*G. Thomas Smith  
Board Certified  
Real Estate Attorney*

Amendment Section  
Division of Corporation  
Florida Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

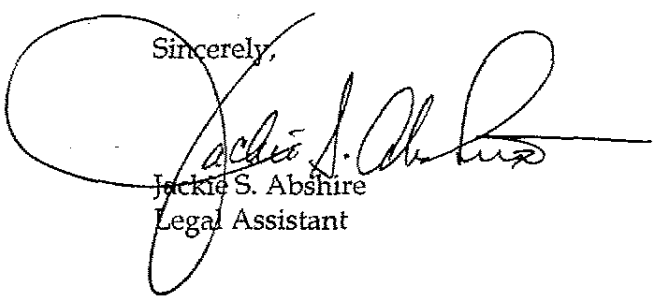
RE: Corporate Document Numbers P03000112375 and P03000109643

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles of Merger for the above captioned corporate document numbers along with a check in the amount of \$70.00 to cover the filing fees. Please return a copy of the Articles of Merger to me, date-stamped as evidence of filing.

Your time and attention to this matter are greatly appreciated. Should you have any questions or need additional information, please do not hesitate to call.

Sincerely,



Jackie S. Abshire  
Legal Assistant

JSA:

Enclosures

c: BayFront Management, Inc.  
Bayfront Properties, Inc.  
CPA (with copy of Minutes & Waivers)

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Bayfront Properties, Inc.  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jackie S. Abshire, Legal Assistant  
(Name of person)

Smith, Sauer & DeMaria  
(Name of firm/company)

P.O. Box 12446  
(Address)

Pensacola, Florida 32591-2446  
(City/state and zip code)

For further information concerning this matter, please call:

Jackie S. Abshire, Legal Assistant at ( 850 ) 434-2761  
(Name of person) (Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

## ARTICLES OF MERGER

- I. The undersigned corporations, being validly and legally formed under the laws of the State of Florida, have adopted an Agreement and Plan of Merger.
- II. The name of the surviving corporation is Bayfront Properties, Inc.
- III. The Agreement and Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.1101-607.1109 of the Florida Statutes (2004).
- IV. The Agreement and Plan of Merger is as follows:

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT is made this 31<sup>st</sup> day of December, 2004, by and between BayFront Management, Inc., a Florida corporation, and Bayfront Properties, Inc., a Florida corporation, collectively referred to as "constituent corporations".

## RECITAL

The respective Boards of Directors of the constituent corporations deem it advisable that BayFront Management, Inc., ("the disappearing corporation"), be merged into Bayfront Properties, Inc., ("the surviving corporation") under the laws of the State of Florida in the manner provided therefor pursuant to Section 607;

NOW THEREFORE, in consideration of the mutual agreements herein contained, the constituent corporations have agreed, and do hereby agree, to merge.

1. AGREEMENT TO MERGE. The corporations shall be merged into the surviving corporation.
2. NAME OF MERGED CORPORATION. The name of the surviving corporation shall be Bayfront Properties, Inc.
3. OFFICE LOCATION OF SURVIVING CORPORATION. The principal office of the surviving corporation is to be located at 345 Deer Point Drive, Gulf Breeze, Florida 32561.
4. PURPOSES OF SURVIVING CORPORATION. The purpose of the surviving corporation is (1) to acquire and hold for long-term investment real estate and other property; (2) to advise and consult with other persons and entities regarding the purchase, development, and management of real property; (3) to manage property for other persons and entities; and (4) to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporations Act.
5. AUTHORIZED SHARES OF SURVIVING CORPORATION. The present

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CLERK OF DISTRICT COURT  
JALAHASSIE, FLORIDA

number of shares which the disappearing corporation is authorized to issue is 10,000 shares of \$1.00 par common stock. The present number of shares which the surviving corporation is authorized to issue is 10,000 shares each of \$1.00 par value common stock. The total number of shares of capital stock which are to be issued by the surviving corporation from and after the effective date of this merger is 10,000 shares of common stock having a par value of \$1.00 per share.

6. FIRST DIRECTORS. The present directors of the surviving corporation shall continue as such until their successors are duly elected or designated after the effective date of the merger.

7. NAME AND ADDRESS OF AGENT OF CORPORATION. G. Thomas Smith, of 345 Deer Point Drive, Gulf Breeze, Florida 32561, shall be, and is hereby, appointed Resident Agent; the person on whom process, tax notices, and demands against said Bayfront Properties, Inc., or either of the constituent corporations, may be served.

8. MODE OF EFFECTING MERGER. The mode of carrying the merger into effect, and the manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation, shall be as follows:

The shareholders of the disappearing corporation shall surrender their certificates representing 2000 shares in the disappearing corporation to the surviving corporation during the period beginning on December 28, 2004, and ending on December 31, 2004. Upon surrender to the surviving corporation of the certificates for outstanding shares of the disappearing corporation, there shall be issued to the shareholders, in substitution therefor, certificates for fully paid and nonassessable common shares of the surviving corporation, in the following numbers:

<u>Shareholders</u>	<u>Shares</u>
Jennie Elizabeth H. Smith and G. Thomas Smith As Trustees of the Jennie Elizabeth H. Smith Revocable Trust dated February 9, 1993	1,000
G. Thomas Smith and Jennie Elizabeth H. Smith As Trustees of the G. Thomas Smith Revocable Trust dated February 9, 1993	1,000

9. REPORTING OF ASSETS AT BOOK VALUE IN ACCOUNTS OF SURVIVING CORPORATION; POOLING OF INTEREST. The assets of the disappearing corporation shall be reported in the accounts of the surviving corporation at their book value as of the effective date. The aggregate state capital, capital surplus, and earned surplus of the constituent corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the surviving corporation.

10. ARTICLES OF INCORPORATION. The Articles of Incorporation of the surviving corporation shall continue to be the Articles of the surviving corporation, until amended as provided by law.

11. BYLAWS. The bylaws of the surviving corporation shall continue to be the Bylaws of the surviving corporation.

12. RIGHT OF CORPORATION TO REPURCHASE ITS SHARES. The surviving corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the surviving corporation and the shareholder and shareholders desiring to sell such shares to the corporation.

13. EFFECTIVE DATE OF AGREEMENT. This Agreement shall become effective on December 31, 2004. The term "effective date", wherever used in this Agreement shall mean the effective date herein described.

14. DIRECTORS' RIGHT TO ABANDON MERGER. The Board of Directors of each of the constituent corporations shall have the power in its discretion to abandon the merger provided for herein prior to the filing of this Agreement.

#### EXECUTION

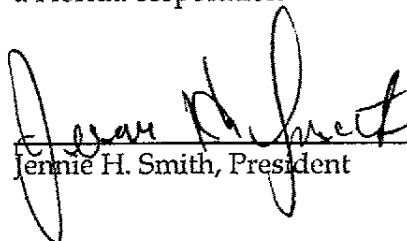
IN WITNESS WHEREOF, the constituent corporations have caused their respective corporate names to be signed hereto, by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the constituent corporations.

- V. No changes in the Articles of Incorporation of the surviving corporation have been made.
- VI. This Agreement and Plan of Merger was adopted by the Shareholders of Bayfront Properties, Inc., on December 29, 2004.
- VII. This Agreement and Plan of Merger was adopted by the Shareholders of BayFront Management, Inc., on December 29, 2004.

Dated - December 29, 2004.

Bayfront Properties, Inc.,  
a Florida corporation

By:

  
Jennie H. Smith, President

(SEAL)

Attest: Jennie H. Smith  
Jennie H. Smith, Secretary

BayFront Management, Inc., a Florida corporation

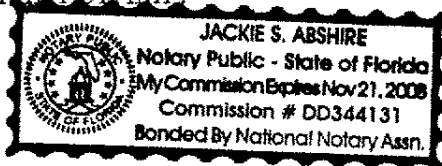
By: Jennie H. Smith  
Jennie H. Smith, President

Attest: Jennie H. Smith  
Jennie H. Smith, Secretary

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of December, 2004, by Jennie H. Smith as President and Secretary of Bayfront Properties, Inc., a Florida corporation, on behalf of the corporation.

NOTARY STAMP:

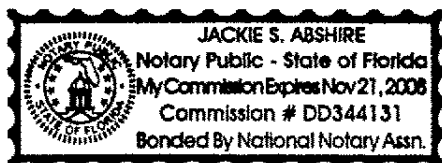


Jackie S. Abshire  
NOTARY PUBLIC  
Printed Name: Jackie S. Abshire  
My Commission Expires: 11/21/08

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of December, 2004, by Jennie H. Smith as President and Secretary of BayFront Management, Inc., a Florida corporation, on behalf of the corporation.

NOTARY STAMP:



Jackie S. Abshire  
NOTARY PUBLIC  
Printed Name: Jackie S. Abshire  
My Commission Expires: 11/21/08