

PD3000157348

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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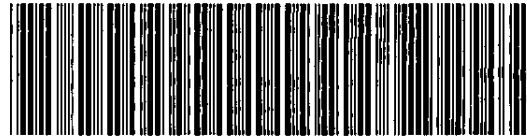
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

D. BRUCE

AUG 17 2011

EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 5, 2011

RAMONA M. CHANCE
ROMONA M. CHANCE, ATTORNEY AT LAW
4703 NW 53RD AVENUE, SUITE A-1
GAINESVILLE, FL 32653

SUBJECT: LEGACY PROPERTY DEVELOPMENT, INC.
Ref. Number: P03000157348

We have received your document for LEGACY PROPERTY DEVELOPMENT, INC. and your check(s) totaling \$102.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the Merger cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State (August 4, 2011)

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) 245-6984.

Deborah Bruce
Regulatory Specialist II

Letter Number: 311A00018460

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Legacy Property Development, Inc., a Florida corporation
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Ramona M. Chance

Contact Person

Ramona M. Chance Attorney at Law

Firm/Company

4703 NW 53rd Avenue, Suite A-1

Address

Gainesville, FL 32653

City, State and Zip Code

rmchance@bellsouth.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ramona M. Chance

Name of Contact Person

at (352)

335-3189

Area Code and Daytime Telephone Number

☒ Certified copy (optional) \$52.50

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

**CERTIFICATE AND PLAN OF MERGER
FOR
FLORIDA PARTNERSHIP**

The following Certificate and Plan of Merger, which was adopted and approved by each party to the merger in accordance with section 620.8917, Florida Statutes, and is being submitted in accordance with section 620.8918, Florida Statutes.

First: The exact name, jurisdiction, and for/entity type of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Savannah Station Registration Number GP1000001201	Florida	General Partnership

Second: The exact name, jurisdiction, and form/entity type of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Legacy Property Development, Inc. Registration Number P03000157348	Florida	Corporation For Profit

Third: The date the merger is effective under the governing laws of the surviving party is August 4, 2011.


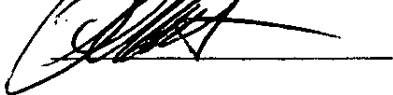
Fourth: The merger was approved by each party as required by its governing law.

Sixth: The terms and conditions of the merger and the manner and basis of converting the interest, shares, obligations or other securities of each merged party into the interest, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

On the Effective Date, the separate existence of Savannah Station Joint Venture shall cease and shall be merged with and into Legacy Property Development, Inc. ("Legacy"). All of the property and assets, whether real or personal, tangible or intangible, fixed or contingent or otherwise, and all debts of Savannah Station Joint Venture shall be transferred to and vest in the surviving Corporation without further act or deed. The interest of Clipper Development, Inc. ("Clipper") in Savannah Station Joint Venture shall cease to exist upon the merger. No shares shall be issued to Clipper Development, Inc. in the surviving Corporation, nor shall any consideration, cash or other property, be paid to Clipper Development, Inc., now or in the future, the parties agreeing that the debts and liabilities of Savannah Station Joint Venture exceed the fair market value of its property and assets. This provision does not release Clipper Development, Inc. of any of its debts and liabilities to the creditors of Savannah Station as of the date of the merger.

This Agreement and Plan of Merger have been approved by the directors and shareholders of Legacy and Clipper, either by properly executed written consents or at properly held meetings called for such purpose. Accordingly, there are no shareholders entitled to appraisal rights or other right of dissenting shareholders.

Seventh: Signatures for Each Party:

<u>Name of Entity/Organization</u>	<u>Signature</u>	<u>Typed or Printed Name</u>
Legacy Property Development, Inc.		George E. Fletcher, Pres.
Clipper Development, Inc.		Robert L. Hartley, Pres.

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