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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560

June 29, 2007

FILED
07 JUN 29 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY HAND DELIVERY

Secretary of State's Office
Division of Corporations
2661 Executive Center Circle West
Tallahassee, Florida 32301

RE: J & M Musa Properties, Inc. and Towncenter Forum Musa LLC

Dear Sir or Madam:

Enclosed for filing are Articles and Plan of Merger for the above-referenced parties and our check for \$50.00.* Also enclosed is an extra copy of the Articles and Plan of Merger for the certified copy. Please call Janet McVaney at 422-2526 when the certified copy is ready to be picked-up.

Thank you for your assistance.

Sincerely,



Janet McVaney
Paralegal

/jlm
Enclosures

* and an additional check for \$28.75 (total \$78.75) for the filing fee of enclosed document.

**ARTICLES AND PLAN OF MERGER
OF TOWNCENTER FORUM MUSA LLC
(Document No. L06000107978)
WITH AND INTO
J & M MUSA PROPERTIES, INC.
(Document No. P06000106937)**

FILED
07 JUN 29 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J & M MUSA PROPERTIES, INC., a Florida corporation ("MUSA"), and **TOWNCENTER FORUM MUSA LLC**, a Florida limited liability company ("TCFM"), enter into and hereby approve, adopt and submit the following Articles and Plan of Merger for the purpose of merging TCFM with and into MUSA.

ARTICLE I

MERGER AND EFFECTIVE TIME

MUSA and TCFM hereby agree that, effective as of the date of the filing of these Articles and Plan of Merger, TCFM shall be merged with and into MUSA.

ARTICLE II

SURVIVING COMPANY AND NAME

MUSA shall be the surviving corporation of this merger and, after the merger, shall utilize the name of "J & M MUSA PROPERTIES, INC." (the "Surviving Company").

ARTICLE III

APPROVAL BY MUSA

The Plan of Merger as contained in these Articles and Plan of Merger was duly adopted and approved by the shareholder(s) and director(s) of MUSA, as follows:

- (a) by written consent of the shareholder(s) of MUSA dated as of June 15, 2007.
- (b) by written consent of the director(s) of MUSA dated as of June 15, 2007.

All notices of meeting were waived in writing by the shareholder(s) and director(s) of MUSA.

ARTICLE IV

APPROVAL BY TCFM

The Plan of Merger as contained in these Articles and Plan of Merger was duly adopted and approved by the Member(s) and manager(s) of TCFM, as follows:

- (a) by written consent of the Member(s) of TCFM dated as of June 15, 2007.
- (b) by written consent of the manager(s) of TCFM dated as of June 15, 2007.

All notices of meeting were waived in writing by the Member(s) and manager(s) of TCFM.

ARTICLE V

PLAN OF MERGER

THIS PLAN OF MERGER is made this ___ day of June, 2007, between J & M MUSA PROPERTIES, INC., a Florida corporation ("MUSA"), and TOWNCENTER FORUM MUSA LLC, a Florida limited liability company ("TCFM").

In consideration of the mutual premises contained herein, MUSA and TCFM hereby adopt this Plan of Merger and agree as follows:

ARTICLE I

THE MERGER

Section 1.1 Effectiveness of Merger. Immediately upon execution of this Plan of Merger, MUSA and TCFM shall effect the merger of TCFM into MUSA (the "Merger") by executing those certain Articles and Plan of Merger of which this Plan of Merger shall be a part (the "Articles of Merger"), in accordance with the provisions of the Florida Business Corporation Act and the Florida Limited Liability Company Act, and transmitting the Articles of Merger to the Department of State of the State of Florida for filing. The Merger shall become effective the day the Articles of Merger are filed by and effective with the Department of State of the State of Florida (the "Effective Date" or the "Effective Time", as appropriate). At the Effective Time, TCFM shall be merged with and into MUSA, which shall be the Surviving Company, and the separate corporate existence of TCFM shall cease (MUSA and TCFM are sometimes collectively referred to herein as the "Constituent Corporations", and MUSA is sometimes referred to herein as the "Surviving Company").

Section 1.2 Effect of the Merger.

- (a) From and after the Effective Time, the Surviving Company shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of

each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including all choses in action and all and every other interest of or belonging to or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Company without further act or deeds; and the title to any real estate, or any interest therein, vested in any of the Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger; and the Surviving Company shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations; and any claim existing or action or proceeding pending by or against any of the Constituent Corporations may be prosecuted as if the Merger had not taken place, or the Surviving Company may be substituted in its place; and neither the rights of creditors nor any liens upon the property of the Constituent Corporations shall be impaired by the Merger.

(b) From and after the Effective Time and until further amended in accordance with the Florida Business Corporation Act, the Bylaws and Articles of Incorporation of MUSA as in effect immediately prior to the Effective Time, shall be the Bylaws and Articles of Incorporation, respectively, of the Surviving Company.

(c) From and after the Effective Time, the officers of MUSA shall be the officers of the Surviving Company.

Section 1.3 Effect of Merger Upon Membership of MUSA. At the Effective Time, each shareholder of MUSA will be and become a shareholder of the Surviving Company with the shareholder interest in the Surviving Company the exactly the same as the shareholder interest in MUSA before the Merger.

Section 1.4 Effect of Merger Upon Membership of TCFM. At the Effective Time, each Member of TCFM shall, by virtue of the Merger and without any action on the part of any other person, become entitled to a pro rata portion of a cash payment equal to the Net Purchase Price as set forth in that certain Contract for Sale by Merger between MUSA and TCFM. Each Member of TCFM shall be entitled to the pro rata share of the Net Purchase Price equal to the Member's membership interest in TCFM.

Section 1.5 Appraisal Rights. Each shareholder of MUSA and each Member of shareholder of TCFM, in writing, has waived all rights to fair value to the fullest extent allowed under Florida law.

ARTICLE II

AMENDMENT

Section 2.1 Amendment. This Plan of Merger may be amended only by an instrument in writing signed by both parties thereto.

ARTICLE III

MISCELLANEOUS

Section 3.1 **Counterparts.** This Plan of Merger may be executed in any number of counterparts each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Section 3.2 **Governing Law.** This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned managers of MUSA and TCFM, respectively, have executed these Articles and Plan of Merger pursuant to all authority duly vested in them by the Members and Operating Agreement, respectively, of such corporations.

Signed, sealed and delivered
in the presence of:

J & M MUSA PROPERTIES, INC.
a Florida corporation

Eileen David
EILEEN DAVID
Cynthia B. Marsh
As to MUSA Cynthia B. Marsh

By: Maryann Musa
Mary Ann Musa, President

Cynthia B. Marsh
Cynthia B. Marsh
Gwynne K. Thompson
As to TCFM Gwynne K. Thompson

TOWNCENTER FORUM MUSA LLC
a Florida limited liability company

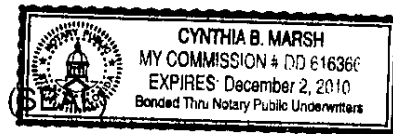
By: John W. O'Connor
John W. O'Connor, Manager

STATE OF FLORIDA
COUNTY OF CLAY

BEFORE ME personally appeared Mary Ann Musa, to me well known and known to me to be the President of J & M MUSA PROPERTIES, INC., the Florida corporation in whose name the foregoing Articles and Plan of Merger was executed, and she acknowledged before me that she signed such document for the uses and purposes therein set forth.

WITNESS my hand and official seal at Orange Park, Clay County, Florida, this 19th day of June, 2007.

Cynthia B. Marsh
Notary Public
Print Name: Cynthia B. Marsh

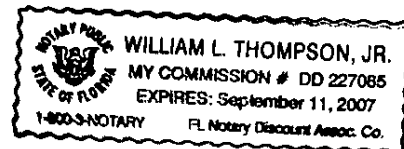


STATE OF FLORIDA
COUNTY OF CLAY

BEFORE ME personally appeared John W. O'Connor, to me well known and known to me to be the Manager of Towncenter Forum Musa LLC, the Florida limited liability company in whose name the foregoing Articles and Plan of Merger was executed, and he acknowledged before me that he signed such document for the uses and purposes therein set forth.

WITNESS my hand and official seal at Orange Park, Clay County, Florida, this 20th day of June, 2007.

[Signature]
Notary Public
Print Name: William L. Thompson, Jr.



(SEAL)