

P110000080120

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 MAR 16 PM 4:05

merger  
@ 3/16/12



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 21, 2012

ENTREPRENEURSHIP LAW FIRM, P.L.  
% EDWARD R. ALEXANDER, JR.  
930 WOODCOCK ROAD - SUITE 223  
ORLANDO, FL 32803

SUBJECT: CAMBRIDGE PROPERTY ADVISORS, INC.  
Ref. Number: P11000080120

We have received your document for CAMBRIDGE PROPERTY ADVISORS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Articles of Merger.

Articles of Merger for a Florida or foreign profit corporation are filed pursuant to section 607.1105, Florida Statutes. A merger form is enclosed.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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) 245-6050.

Irene A. Britton  
Regulatory Specialist II

Letter Number: 812A00007511

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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**

Concerning the merger of

**Cambridge Property Advisors, Inc. (DE)**, a Delaware corporation,  
with and into

**Cambridge Property Advisors, Inc. (FL)**, a Florida corporation.

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Cambridge Property Advisors, Inc. (DE), a Delaware corporation, pursuant to § 252 of the Delaware General Corporation Law, and Cambridge Property Advisors, Inc. (FL), a Florida corporation, pursuant to Sections 607.1105 and 1109, Florida Statutes, execute and file this Certificate / Articles of Merger and state as follows:

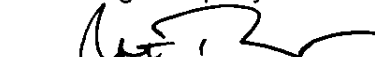
1. The name of the Florida corporation is Cambridge Property Advisors, Inc. (the "**Company**"). The name of the Delaware corporation is Cambridge Property Advisors, Inc. (DE) (the "**Target**").
2. Target shall be merged with and into the Company (the "**Merger**") pursuant to and in accordance with § 252 of the Delaware General Corporation Law, and Sections 607.1107 and 1108, Florida Statutes. The Company shall be the surviving corporation.
3. The Merger shall be effective at the close of business on the date of the filing of these Articles of Merger (the "**Merger Date**").
4. Neither the Company nor the Target owns any interest, fee simple or otherwise, in any Delaware real estate.
5. As of the date of this Certificate / Articles of Merger and as of the Merger Date there are no shareholders of either the Target or the Company.
6. The Plan of Merger was unanimously approved by the board of directors of Cambridge Property Advisors, Inc. (FL), in accordance with Sections 607.0704, 607.0821 and 607.1103, Florida Statutes.
7. The Plan of Merger was unanimously approved by the board of directors of Cambridge Property Advisors, Inc. (DE), in accordance with the Delaware General Corporation Law.
8. In accordance with § 252(d) of the Delaware General Corporation Law, the Company hereby agrees it may be served with process in Delaware in any proceeding for enforcement of any obligation of Target, as well as for enforcement of any obligation of the Company arising from the Merger, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to § 262 of the Delaware General Corporation Law, and shall irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings. The Secretary of State shall mail such process to the Company: c/o Entrepreneurship Law Firm, P.L., 930 Woodcock Road, Ste. 223, Orlando, FL 32803.
9. The Agreement of Merger was adopted, approved, certified, executed and acknowledged by each of the constituent corporations in accordance with the laws under which it is formed. Such adoption, approval, certification, execution and acknowledgment was, in the case of the Target, undertaken in accordance with §251 of the Delaware Corporation Law, and in the case of the Company, in accordance with §607.1103, Florida Statutes. Approval of the Company's shareholders is not required in accordance with §607.1103(7), Florida Statutes.

Executed as of this 15 day of March, 2012.

Cambridge Property Advisors, Inc. (DE)

  
Robert Beaumont, Treasurer

Cambridge Property Advisors, Inc. (FL)

  
Robert Beaumont, Treasurer