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(Requestor's Name)

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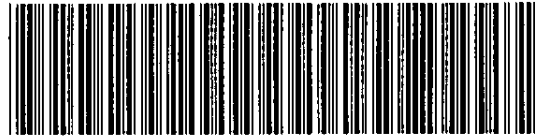
(Business Entity Name)

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B. KOHR
MAY 5 2010
EXAMINER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 MAY - 5 PM 2010

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Shoppes of Lakeside, Inc.

Signature _____

Requested by: SETH

05/04/10 3:00

Name

Date

Time

Walk-In

Will Pick Up

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 MAY -5 PM 2:00

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ ✓ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ ✓ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

**Articles of Merger
For
Florida Limited Liability Companies
Into
Florida Profit Corporation**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 MAY -5 PM 2:00

The following Articles of Merger are submitted to merge the following Florida Limited Liability Companies into a Florida Profit Corporation in accordance with s. 607.1109 and 608.438, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
The Silver Pearl, LLC	Florida	Limited Liability Company
937 Main Street, LLC	Florida	Limited Liability Company
1100 Main Street, LLC	Florida	Limited Liability Company
1424 Main Street, LLC	Florida	Limited Liability Company
300 W. Adams Street, LLC	Florida	Limited Liability Company
Our Brooklyn Properties, LLC	Florida	Limited Liability Company
1229 Main Street, LLC	Florida	Limited Liability Company
331 Forsyth Street, LLC	Florida	Limited Liability Company
341 W. Forsyth, LLC	Florida	Limited Liability Company
205 W. Third Street, LLC	Florida	Limited Liability Company
233 W. Duval Street, LLC	Florida	Limited Liability Company
3952 Mayport Road, LLC	Florida	Limited Liability Company
400 N. Hogan Street, LLC	Florida	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Shoppes of Lakeside, Inc.	Florida	Profit Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617 and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Effective date is the date of filing

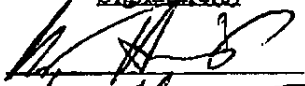
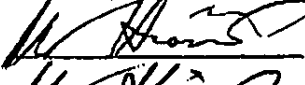
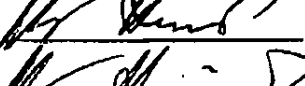

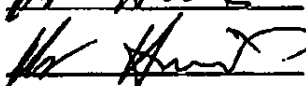

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:


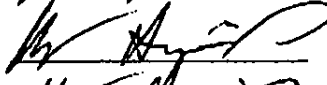


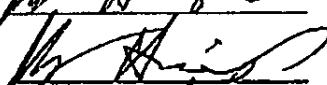
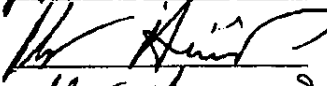


Surviving party is incorporated under the laws of Florida

SEVENTH: The surviving party is a Florida corporation whose registered agent is Mary C. Sorrell, Esq. The Registered agent's address is:

Mary C. Sorrell, Esq.
2275 Atlantic Blvd., #200
Neptune Beach, FL 32266

EIGHTH: Signature(s) for Each Party:

<u>Name of Entity/Organization</u>	<u>Signature(s)</u>	<u>Name of Individual</u>
Shoppes of Lakeside, Inc.		Chris Hionides, President
The Silver Pearl, LLC		Chris Hionides, Managing Member
937 Main Street, LLC		Chris Hionides, Managing Member
1100 Main Street, LLC		Chris Hionides, Managing Member
1424 Main Street, LLC		Chris Hionides, Managing Member
300 W. Adams Street, LLC		Chris Hionides, Managing Member

Our Brooklyn Properties, LLC		Chris Hionides, Managing Member
1229 Main Street, LLC		Chris Hionides, Managing Member
331 Forsyth Street, LLC		Chris Hionides, Managing Member
341 W. Forsyth, LLC		Chris Hionides, Managing Member
205 W. Third Street, LLC		Chris Hionides, Managing Member
233 W. Duval Street, LLC		Chris Hionides, Managing Member
3952 Mayport Road, LLC		Chris Hionides, Managing Member
400 N. Hogan Street, LLC		Chris Hionides, Managing Member

PLAN OF MERGER

FIRST: The exact name, form/entity type and jurisdiction for each merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>The Silver Pearl, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>937 Main Street, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>1100 Main Street, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>1424 Main Street, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>300 W. Adams Street, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>Our Brooklyn Properties, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>1229 Main Street, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>331 Forsyth Street, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>341 W. Forsyth, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>205 W. Third Street, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>233 W. Duval Street, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>3952 Mayport Road, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>400 N. Hogan Street, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Shoppes of Lakeside, Inc.</u>	<u>Florida</u>	<u>Corporation</u>

THIRD: The terms and conditions of the merger are as follows:

* 100 % approval of merger by surviving corporation's shareholders: 100% approval of merger by members of merging limited liability companies.

* An amendment to the surviving corporations' Articles of Incorporation to increase the number of authorized shares so as to provide for additional shares to be distributed to merging limited liability companies in exchange for the assets (less liabilities) of such companies.

* But for the foregoing amendment, the Articles of Incorporation and the By-Laws of the surviving corporation shall remain the same and shall be the governing documents of the corporation following the merger until amended in accordance with same.

* The directors and officers of the surviving corporation prior to the merger shall remain the directors and officers of the surviving corporation following the merger to serve until respective successors are elected.

* The surviving corporation shall be responsible and liable for all liabilities and obligations of the merging limited liability companies: Creditor's rights/liens shall not be impaired by virtue of the merger.

* All property of the merging limited liability companies shall become the property of the surviving corporation in exchange for the distribution to the limited liability companies of shares in the surviving corporation.

* The surviving corporation shall be substituted in any proceeding against the merging limited liability companies.

* Written acknowledgment by all parties that 'no right to acquire' exists as to themselves or as to

any third party.

* Each party shall sign/execute such documents, legal or otherwise, deemed necessary to:

* Effectuate this merger (and any amendments to this Plan of Merger as such is approved
by the parties to this merger).

* Effectuate the purpose(s) of this merger.

* Notwithstanding the foregoing, the directors and the officers of the surviving corporation shall
be vested with full authority to perform all acts and deeds, and to execute any and all agreements,
documents and instruments as are necessary or proper in order to give full effect to and to
consummate the merger, and to otherwise carry out the purpose of this merger.

* Nothing expressed or implied in the Plan of Merger is intended to confer upon any third party
any right, remedy, obligation or liability under or by reason of this merger.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations, or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

* The member(s) of the merging limited liability companies shall surrender, in writing, to the
surviving corporation all right, title and interest in and to the limited liability companies.

* The surviving corporation shall issue to the member(s) of the limited liability companies
shares of the surviving corporation equal to the value of the member(s) interest in each limited
liability company.

* Value of the interests in the limited liability companies being surrendered/exchanged
and the value/number of shares to be given as and for consideration shall be determined by a

Certified Public Accountant selected by the parties.

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

Not Applicable. A condition of the merger is that no rights to acquire
exist as to any party to the merger.

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

Not Applicable.

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Not Applicable.

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

None other than contained herein.