

JUN. 11. 2010 3:25PM

CAPITAL CONNECTION

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P93000086267

Florida Department of State
Division of Corporations
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To:

Division of Corporations
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Email Address: _____

**MERGER OR SHARE EXCHANGE
SHOPPES OF LAKESIDE, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$323.75

Merger

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Corporate Filing Menu

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JUN 11 2010 3:25PM

CAPITAL CONNECTION

NO. 8856 P. 2



June 11, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SHOPPES OF LAKESIDE, INC.
P O BOX 330108
ATLANTIC BEACH, FL 32233-0108

SUBJECT: SHOPPES OF LAKESIDE, INC.
REF: P93000086267

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

IN SECTIONS FIFTH AND SIXTH TWO OPTIONS ARE AVAILABLE, PLEASE CHOOSE ONLY ONE. IF CHOOSING SHAREHOLDER APPROVAL, THEN THE ADOPTION BY THE BOARD OF DIRECTORS WITHOUT SHAREHOLDER APPROVAL WOULD NOT BE SELECTED.

THE NAME OF THE MERGER CORPORATION 119 Forsyth, Inc. HAS BEEN LISTED INCORRECTLY IN THE PLAN OF MERGER. IT IS SHOWING THE CORPORATE NAME BEING 119 Forsyth Street, Inc. PLEASE CORRECT YOUR DOCUMENT ACCORDINGLY.

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) 245-6906.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: H10000135054
Letter Number: 710A00014521

RECEIVED
2010 JUN 11 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

FILED
10 JUN 11 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>SHOPPES OF LAKEVIEW, INC.</u>	<u>Florida</u>	<u>P93000085267</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>119 Forsyth, Inc.</u>	<u>Florida</u>	<u>P04000073943</u>
<u>Kore Properties, Inc.</u>	<u>Florida</u>	<u>P04000028433</u>
<u>Protokore, Inc.</u>	<u>Florida</u>	<u>P96000063418</u>
<u>Our Historic Properties, Inc.</u>	<u>Florida</u>	<u>P04000049831</u>
<u>Our Main Street Properties, Inc.</u>	<u>Florida</u>	<u>P04000083704</u>

Continued on next page
Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date, NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on June 8, 2010

The Plan of Merger was adopted by the board of directors of the surviving corporation on and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 06/08/2010

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on and shareholder approval was not required.

(Attach additional sheets if necessary)

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
_____	_____	_____

Second: The name and jurisdiction of each merging corporation: (CONTINUED)

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>O.U.R. Properties, Inc.</u>	<u>Florida</u>	<u>P99000061256</u>
<u>Savannah Historic Properties, Inc.</u>	<u>Florida</u>	<u>P940000959390</u>
<u>Springfield Acquisitions, Inc.</u>	<u>Florida</u>	<u>P00000101366</u>
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 1/1/11 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on 06/08/2010

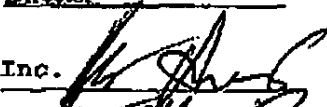

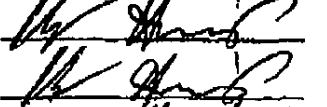
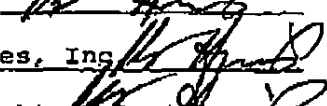
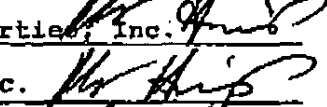
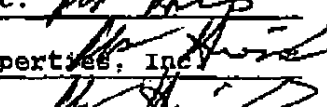
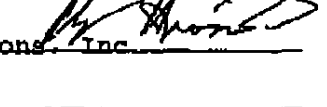
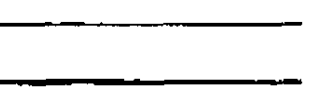
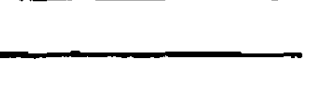
The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 06/08/2010

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>Shoppes of Lakeside, Inc.</u>		<u>President</u>
<u>119 Forsyth, Inc.</u>		<u>President</u>
<u>Kore Properties, Inc.</u>		<u>President</u>
<u>Protokore, INC.</u>		<u>President</u>
<u>Our Historic Properties, Inc.</u>		<u>President</u>
<u>Our Main Street Properties, Inc.</u>		<u>President</u>
<u>O.U.R. Properties, Inc.</u>		<u>President</u>
<u>Savannah Historic Properties, Inc.</u>		<u>President</u>
<u>Springfield Acquisitions, Inc.</u>		<u>President</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

PLAN OF MERGER
Non Subsidiaries

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction for of the surviving corporation is:
follows:

<u>Name</u>	<u>Jurisdiction</u>
<u>SHOPPES OF LAKESIDE, INC.</u>	<u>Florida</u>

SECOND: The name and jurisdiction of each merging corporation:

<u>Name:</u>	<u>Jurisdiction:</u>
<u>119 Forsyth, Inc.</u>	<u>Florida</u>
<u>Kore Properties, Inc.</u>	<u>Florida</u>
<u>Protokore, Inc.</u>	<u>Florida</u>
<u>Our Historic Properties, Inc.</u>	<u>Florida</u>
<u>Our Main Street Properties, Inc.</u>	<u>Florida</u>
<u>O.U.R. Properties, Inc.</u>	<u>Florida</u>
<u>Savannah Historic Properties, Inc.</u>	<u>Florida</u>
<u>Springfield Acquisitions, Inc.</u>	<u>Florida</u>

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

* 100 % approval of merger by all corporation's shareholders.

* 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 corporations; Creditor's rights/claims shall not be impaired by virtue of the merger.

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

* The surviving corporation shall be substituted in any proceeding against the merging corporations.

* 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 shareholders of the merging corporations shall surrender, in writing, to the surviving corporation all right, title and interest in and to the merging corporations.~~

~~* The surviving corporation shall issue to the shareholders of the merging corporations shares of the surviving corporation equal to the value of the shareholders interest in each merging corporation.~~

~~* Value of the interests in the merging corporations 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.