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T. CLINE

OCT 28 2010

EXAMINER

p97-53691



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 25, 2010

MATTHEW HARROD
WOOD, ATTER & WOLF, P.A.
814 A1A NORTH, SUITE 202
PONTE VEDRA BEACH, FL 32082

SUBJECT: SHAMROCK - SHAMROCK, INC.
Ref. Number: P97000053691

We have received your document for SHAMROCK - SHAMROCK, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

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) 245-6020.

Tammi Cline
Regulatory Specialist II

Letter Number: 010A00025108

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Shamrock - Shamrock, Inc.
Name of Surviving Party

Please return all correspondence concerning this matter to:

Matthew T. Harrod
Contact Person
Wood, Atter & Wolf, P.A.
Firm/Company
814 A1A North, Suite 202
Address
Ponte Vedra Beach, FL 32082
City, State and Zip Code
mharrod@woodatter.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Matthew T. Harrod at (904) 355-8888
Name of Contact Person Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

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

EXHIBIT "A"

Articles of Merger For Florida Profit or Non-Profit Corporation

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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>
LC4000026750 Atlantic Condo Partners III, LLC	Florida	LLC
Nova Commercial Properties, LLC	Florida	LLC
LC5000049114		

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>
Shamrock - Shamrock, Inc.	Florida	Profit Corporation

897000053691

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.

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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:

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:

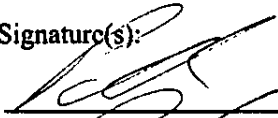
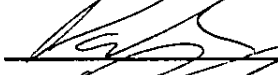
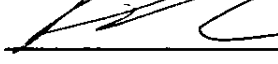
SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Shamrock - Shamrock, Inc.		Patrick E. Sullivan
Atlantic Condo Partners III, LLC		Patrick E. Sullivan
Nova Commercial Properties, LLC		Patrick E. Sullivan

Corporations:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

General Partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

THIS PLAN OF MERGER is hereby adopted on October 15, 2010, by SHAMROCK - SHAMROCK, INC. ("Shamrock"), a Florida corporation, and NOVA COMMERCIAL PROPERTIES, LLC ("NCP"), a Florida limited liability company, said entities being sometimes hereinafter collectively referred to as "the Constituent Entities."

WHEREAS, the Board of Directors of Shamrock and the Members of NCP deem it advisable that NCP (the "Disappearing Company") be merged into Shamrock (the "Surviving Entity") under the laws of the State of Florida in the manner provided therefore pursuant to Section 607.1108 of the statutes of the State of Florida;

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the Constituent Entities have agreed, and do hereby plan to merge upon the terms and conditions below stated.

1. *Agreement to merge.* The Constituent Entities hereby agree that the Disappearing Company shall be merged into the Surviving Entity.

2. *Name of merged entity.* The name of the Surviving Entity shall be "SHAMROCK - SHAMROCK, INC."

3. *Place of office of surviving entity.* The place in the State of Florida where the principal office of the Surviving Entity is to be located is the City of Daytona, County of Volusia.

4. *Purpose of surviving entity.* The purpose of the Surviving Entity is to engage in any lawful act or activity in which corporations may be formed under statutes of the State of Florida.

5. *Interests in surviving entity.* The present number of ownership units which the Surviving Entity is authorized to have outstanding is one thousand (1000), all of which are identical units and each of which represents the ownership of that percentage of the total units outstanding at any time as is the equivalent of the fraction in which one (1) is the numerator and the total units outstanding is the denominator. There are currently one hundred (100) ownership units outstanding.

6. *Name and resident agent.* Patrick E. Sullivan, of 552 N. Oleander Ave., in the City of Daytona Beach, Volusia County, State of Florida, a natural person and resident of said county, being the county in which the principal office of said SHAMROCK - SHAMROCK, INC. is to be located, shall be, and is hereby, appointed as the person on whom process, tax notices and demands against said limited liability company, or either of the said Constituent Entities, may be served.

7. *Mode of effecting merger.* The mode of carrying said merger into effect, and the manner and basis for converting the shares of the Disappearing Company into ownership units of the Surviving Entity, shall be as follows:

Each member of the Disappearing Company shall surrender his certificate or certificates to the Surviving Entity during the period beginning on October 11, 2010, and ending on October 18, 2010. Upon surrender to the Surviving Entity of the respective ownership units of the Disappearing Company, there shall be issued to the respective holders thereof, in substitution therefore, certificates for fully paid shares of the Surviving Entity, in the ratio of one (1) stock in the Surviving Entity received for each such ownership unit of the Disappearing Company, being a total issue of one hundred (100) shares of the Surviving Entity for the entire one hundred (100) ownership units now issued and outstanding of the Disappearing Company.

8. *Reporting of assets at book value in accounts of surviving entity; pooling of interests.* The assets of the Disappearing Company shall be reported in the accounts of the Surviving Entity at their book value as of the effective date of the merger. The aggregate stated capital, capital surplus and earned surplus of the Constituent Entities shall be, respectively, the stated capital, capital surplus and earned surplus of the Surviving Entity.

9. *Articles of organization.* There shall be no changes or amendments to the Surviving Entity's Articles of Organization as a result of this Plan of Merger.

10. *Operating agreement.* The Operating Agreement of Shamrock shall be the Operating Agreement of the Surviving Entity.

11. *Effective date of plan.* This Plan shall become effective on the later of: (A) October 15, 2010; or (B) the effective date of the filing of the Articles of Merger with the office of the Secretary of State of Florida. The term "effective date," wherever used in this Agreement, shall mean such date. A copy of the Articles of Merger is attached hereto as Exhibit A and is made a part hereof.

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OCT 15 2010
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

12. *Right to abandon merger.* The Members of the Disappearing Company and the Board of Directors of the Surviving Entity shall each have the power, in their discretion, to abandon the merger provided for herein prior to the filing of the Articles of Merger with the Office of the Secretary of State of Florida.

IN WITNESS WHEREOF, the Constituent Entities have caused their respective names to be signed hereto by the president and secretary, thereunto duly authorized by the Members of the Disappearing Company and by the Board of Directors and shareholders of the Surviving Entity.

SHAMROCK - SHAMROCK, INC.:

By: 

Patrick E. Sullivan, President and Secretary

NOVA COMMERCIAL PROPERTIES LLC

By: 

Patrick E. Sullivan, Member

By: 

Roy R. Riley, Member

By: 

Harriet M. Kramer, Member

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10 OCT 27 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

THIS PLAN OF MERGER is hereby adopted on October 15, 2010, by SHAMROCK - SHAMROCK, INC. ("Shamrock"), a Florida corporation, and ATLANTIC CONDO PARTNERS III, LLC ("ACP"), a Florida limited liability company, said entities being sometimes hereinafter collectively referred to as "the Constituent Entities."

WHEREAS, the Board of Directors of Shamrock and the Members of ACP deem it advisable that ACP (the "Disappearing Company") be merged into Shamrock (the "Surviving Entity") under the laws of the State of Florida in the manner provided therefore pursuant to Section 607.1108 of the statutes of the State of Florida;

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the Constituent Entities have agreed, and do hereby plan to merge upon the terms and conditions below stated.

1. *Agreement to merge.* The Constituent Entities hereby agree that the Disappearing Company shall be merged into the Surviving Entity.

2. *Name of merged entity.* The name of the Surviving Entity shall be "SHAMROCK - SHAMROCK, INC."

3. *Place of office of surviving entity.* The place in the State of Florida where the principal office of the Surviving Entity is to be located is the City of Daytona, County of Volusia.

4. *Purpose of surviving entity.* The purpose of the Surviving Entity is to engage in any lawful act or activity for which corporations may be formed under statutes of the State of Florida.

5. *Interests in surviving entity.* The present number of ownership units which the Surviving Entity is authorized to have outstanding is one thousand (1000), all of which are identical units and each of which represents the ownership of that percentage of the total units outstanding at any time as is the equivalent of the fraction in which one (1) is the numerator and the total units outstanding is the denominator. There are currently one hundred (100) ownership units outstanding.

6. *Name and resident agent.* Patrick E. Sullivan, of 552 N. Oleander Ave., in the City of Daytona Beach, Volusia County, State of Florida, a natural person and resident of said county, being the county in which the principal office of said SHAMROCK - SHAMROCK, INC. is to be located, shall be, and is hereby, appointed as the person on whom process, tax notices and demands against said limited liability company, or either of the said Constituent Entities, may be served.

7. *Mode of effecting merger.* The mode of carrying said merger into effect, and the manner and basis for converting the shares of the Disappearing Company into ownership units of the Surviving Entity, shall be as follows:

Each member of the Disappearing Company shall surrender his certificate or certificates to the Surviving Entity during the period beginning on October 11, 2010, and ending on October 18, 2010. Upon surrender to the Surviving Entity of the respective ownership units of the Disappearing Company, there shall be issued to the respective holders thereof, in substitution therefore, certificates for fully paid shares of the Surviving Entity, in the ratio of one (1) stock in the Surviving Entity received for each such ownership unit of the Disappearing Company, being a total issue of one hundred (100) shares of the Surviving Entity for the entire one hundred (100) ownership units now issued and outstanding of the Disappearing Company.

8. *Reporting of assets at book value in accounts of surviving entity; pooling of interests.* The assets of the Disappearing Company shall be reported in the accounts of the Surviving Entity at their book value as of the effective date of the merger. The aggregate stated capital, capital surplus and earned surplus of the Constituent Entities shall be, respectively, the stated capital, capital surplus and earned surplus of the Surviving Entity.

9. *Articles of organization.* There shall be no changes or amendments to the Surviving Entity's Articles of Organization as a result of this Plan of Merger.

10. *Operating agreement.* The Operating Agreement of Shamrock shall be the Operating Agreement of the Surviving Entity.

11. *Effective date of plan.* This Plan shall become effective on the later of: (A) October 15, 2010; or (B) the effective date of the filing of the Articles of Merger with the office of the Secretary of State of Florida. The term "effective date," wherever used in this Agreement, shall mean such date. A copy of the Articles of Merger is attached hereto as Exhibit A and is made a part hereof.

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FLORIDA

12. *Right to abandon merger.* The Members of the Disappearing Company and the Board of Directors of the Surviving Entity shall each have the power, in their discretion, to abandon the merger provided for herein prior to the filing of the Articles of Merger with the Office of the Secretary of State of Florida.

IN WITNESS WHEREOF, the Constituent Entities have caused their respective names to be signed hereto by the president and secretary, thereunto duly authorized by the Members of the Disappearing Company and by the Board of Directors and shareholders of the Surviving Entity.

SHAMROCK - SHAMROCK, INC.:

By: _____

Patrick E. Sullivan, President and Secretary

ATLANTIC CONDO PARTNERS III LLC

By: _____

Patrick E. Sullivan, Member

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