

P9900000/423

**ATTORNEYS' TITLE**

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, FL 32308

City/St/Zip

850-222-2785

Phone #

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1- VINTAGE REALTY AND DEVELOPMENT CORPORATION

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

**AMENDMENTS**

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

**OTHER FILINGS**

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

**REGISTRATION/QUALIFICATION**

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

200007771592--6  
-09/16/02--01036--023  
\*\*\*\*\*78.75 \*\*\*\*\*68.75

Examiner's Initials

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

VINTAGE DEVELOPMENT FM, LLC A FLORIDA ENTITY

INTO

VINTAGE REALTY AND DEVELOPMENT CORPORATION, a Florida entity,  
P99000001423

File date: September 16, 2002

Corporate Specialist: Agnes Lunt

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with Sections 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction and entity type for each **merging** party are as follows:

<u>Name and street address:</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. VINTAGE REALTY AND DEVELOPMENT CORPORATION 1661 Trade Center Way, Suite 2 Naples, FL 34109 Florida Document/Registration Number: <u>P99000001423</u>	Florida	Corporation
2. VINTAGE DEVELOPMENT FM, LLC 2561 Talon Court Naples, FL 34105 Florida Document/Registration Number: <u>L02000007171</u>	Florida	Limited Liability Company

FEI Number: 593551442

FEI Number: 043670620

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and street address:</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
VINTAGE REALTY AND DEVELOPMENT CORPORATION 1661 Trade Center Way, Suite 2 Naples, FL 34109 Florida Document/Registration Number: <u>P99000001423</u>	Florida	Corporation

FEI Number: 593551442

**THIRD:** The attached Plan of Merger meets the requirements of sections 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapters 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entities that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each

domestic corporation, partnership, limited partnership, and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership, and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under sections 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is not a general partner of the surviving entity pursuant to sections 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State

**TENTH:** The articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH:** Signatures for each party.

VINTAGE REALTY AND  
DEVELOPMENT CORPORATION



Sue E. Davidson, its President

VINTAGE DEVELOPMENT FM, LLC



Sue E. Davidson, Managing Member

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with Section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
1. VINTAGE REALTY AND DEVELOPMENT CORPORATION	Florida
2. VINTAGE DEVELOPMENT FM, LLC	Florida

**SECOND:** The exact name and jurisdiction of the **surviving** party are as follows:

1. VINTAGE REALTY AND DEVELOPMENT CORPORATION	Florida
--	---------

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

Vintage Realty and Development Corporation shall, upon the merger, assume all rights, duties, assets, obligations, and liabilities of Vintage Development FM, LLC.

### **FOURTH:**

A. The manner and basis of converting the interests, shares, obligations and 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 are as follows:

Each shareholder of the surviving corporation whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger. Prior to the merger, Sue E. Davidson and Marvin L. Bok each hold a 50% interest in each of the merging entities. Upon the merger, Sue E. Davidson and Marvin L. Bok shall each hold a 50% interest in the surviving entity.

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

Each shareholder of the surviving corporation whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger. Prior to

the merger, Sue E. Davidson and Marvin L. Bok each hold a 50% interest in each of the merging entities. Upon the merger, Sue E. Davidson and Marvin L. Bok shall each hold a 50% interest in the surviving entity.

**FIFTH:** If a partnership or limited partnership is the surviving entity, the names and addresses of the general partners are as follows:

Not applicable

**SIXTH:** If a limited liability company is the surviving entity and it is to be managed by one or more managers, the names and addresses of the managers are as follows:

Not applicable.

**SEVENTH:** All statements that are required by the laws of the jurisdictions under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Not applicable.

**EIGHTH:** Other provisions, if any, relating to the merger:

The articles of incorporation of the surviving entity will not differ from its articles before the merger.