

Division of Corporations

<https://ccfssl.dos.state.fl.us/scripts/efilcovr.exe>**P99000075882**

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000037715 0)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4000

From:

Account Name : GUNSTER, YOAKLEY, ETAL. (MIAMI OFFICE)
Account Number : 076077002561
Phone : (305) 376-6023
Fax Number : (305) 376-6010

FILED
00 JUL 19 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 JUL 19 PM 1:24
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE**SAS APARTMENTS, INC.**

ATTN:

KAREN
GIBSON

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$78.75 |

Handwritten: K
7/19
8

Electronic Filing Menu

Corporate Filing

Public Access Help

ARTICLES OF MERGER
Merger Sheet

MERGING:

EQUITYLINE TIMBERWALK, INC., a Delaware corporation qualified in Florida,
document number F00000000002

INTO

SAS APARTMENTS, INC. which changed its name to

EQUITYLINE PROPERTIES, INC., a Florida entity, P99000075882

File date: July 19, 2000

Corporate Specialist: Karen Gibson



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 19, 2000

SAS APARTMENTS, INC.
9200 SOUTH DADELAND BLVD., STE. 500
MIAMI, FL 33156US

SUBJECT: SAS APARTMENTS, INC.
REF: P99000075882

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.

THE PLAN OF MERGER SHOULD BE APPROVED BY THE SHAREHOLDERS OR ADOPTED BY A BOARD OF DIRECTORS IF SHAREHOLDER APPROVAL IS NOT REQUIRED. PLEASE STATE THIS MANNER OF ADOPTION. A GOOD PLACE TO PUT IT WOULD BE IN PART ii.

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) 487-6880.

Karen Gibson
Corporate Specialist

FAX And. #: H00000037715
Letter Number: 900A00039570

Division of Corporations - P.O. BOX 6827 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 19, 2000

SAS APARTMENTS, INC.
9200 SOUTH DADELAND BLVD., STE. 500
MIAMI, FL 33156US

SUBJECT: SAS APARTMENTS, INC.
REF: P99000075882

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.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

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 PART 1 #3, REFERENCE IS MADE TO THE SURVIVING CORPORATION'S NAME CHANGING AS A RESULT OF THE MERGER. THIS IS FINE AND WILL BE CHANGED, REQUIRING NO AMENDMENT FILING. PLEASE REMOVE THE WORDING ABOUT CAUSING ITS OFFICERS OR THEIR ATTORNEY-IN-FACT TO FILE ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION.

IN THE OPENING PARAGRAPH PLEASE REFER TO ONLY THE APPLICABLE STATUTES OF FLORIDA LAW. THIS WOULD BE 607.1107 AND 607.1105. PLEASE DELETE THE OTHER FLORIDA STATUTE NUMBERS.

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) 487-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H00000037715
Letter Number: 100A00039507

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

FAX AUDIT NO.: H00000037715

ARTICLES OF MERGER
FOR
SAS APARTMENTS, INC.
AND
EQUITYLINE TIMBERWALK, INC.

FILED
00 JUL 19 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1107 and 607.1105 of the Florida Statutes and Section 252 and other applicable provisions of the Delaware General Corporation Law, SAS APARTMENTS, INC., a Florida corporation ("SAS") and EQUITYLINE TIMBERWALK, INC., a Delaware corporation ("ET"), hereby adopt the following Articles of Merger.

I. PLAN OF MERGER. The following plan of merger has been approved by the parties to the merger:

1. **Merger.** This instrument sets forth the plan of merger of SAS and ET.
2. **Terms and Conditions of Merger.** Subject always to the terms and conditions set forth herein, on and as of the Effective Date, as hereinafter set forth, ET shall be deemed merged with and into SAS. The separate corporate existence of ET shall cease and SAS shall be the surviving entity (the "Surviving Entity"), which shall continue as a corporation under the laws of the State of Florida. The Surviving Entity shall succeed to all of the rights, privileges, immunities and franchises and all of the property, of whatever kind and description, of ET and shall be responsible and

THIS DOCUMENT PREPARED BY:

Edgar Lewis, Esq.
Gunster, Yoakley & Stewart, P.A.
One Biscayne Tower, Suite 3400
2 South Biscayne Boulevard
Miami, Florida 33131
Telephone: (305) 376-6000

Florida Bar No.: 047114

FAX AUDIT NO.: H00000037715

FAX AUDIT NO.: H00000037715

liable for all the liabilities and obligations of ET, none of which shall be impaired by the merger.

3. **Amendment to SAS name.** As a result of the Merger between SAS and ET, the Surviving Entity will change its name to EQUITYLINE PROPERTIES, INC., a Florida corporation..
4. **Conversion of Shares.** Upon and as of the Effective Date, the shares of common stock of ET issued and outstanding on such date shall cease to be outstanding and each such share shall be converted into and shall become a share of the Surviving Entity. Promptly after the Effective Date, the management of the Surviving Entity shall cause to be issued to the shareholders of ET certificates for shares of SAS.
5. **Effective Date of Merger.** The merger contemplated herein is intended to be effective as of April 10, 2000 or such later date as may be required under Florida law or by the Florida Department of State in connection with the acceptance of the filing of the Articles of Merger.

II APPROVAL. The foregoing Plan of Merger was approved on July 18, 2000 intending to be effective April 10, 2000 by the shareholders of SAS in conformity with the applicable provisions of Chapter 607, of the Florida Statutes. The foregoing Plan of Merger was approved by the shareholders of ET on July 18, 2000 intending to be effective April 10, 2000 in conformity with Section 251 and other applicable provisions of the Delaware General Corporation Law.

FAX AUDIT NO.: H00000037715

III. **EFFECTIVE DATE.** The merger contemplated herein is intended to be effective as of April 10, 2000 or such later date as may be required under Florida law or by the Florida Department of State in connection with the acceptance of the filing of the Articles of Merger.

IN WITNESS WHEREOF, the above and foregoing Articles of Merger were executed as of the 18th day of July, 2000.

SAS APARTMENTS, INC.,
a Florida corporation

EQUITYLINE TIMBERWALK, INC.,
a Delaware corporation

By: [Signature]

Edgar Lewis, Authorized Representative

By: [Signature]

Edgar Lewis, Authorized Representative

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 18 day of July, 2000, by Edgar Lewis, as Authorized Representative for SAS APARTMENTS, INC., a Florida corporation, on behalf of the corporation who is personally known to me or has produced M/A as identification.

[Signature]
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



Blanca R. Meneses
My Commission CC612846
Expires March 18, 2001

FAX AUDIT NO.: H00000037715

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 18 day of July, 2000, by Edgar Lewis as Authorized Representative for EQUITYLINE TIMBERWALK, INC., a Delaware corporation, on behalf of the corporation, who is personally known to me or has produced MA as identification.



NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

281639.1



Blanca R. Monagas
My Commission CC512846
Expires March 16, 2001