

# State of Florida



## Department of State

RECORDED IN OFFICIAL RECORD  
INSTRUMENT # 2007074107 8 PGS  
MAY 07 06:30 PM  
EVEN E. RUSHING  
CLERK OF THE CIRCUIT COURT  
SARASOTA COUNTY, FLORIDA  
ROBERG Receipt#917675

I certify the attached is a true and correct copy of the Articles of Merger, filed on April 23, 2007, for U.S. 41 OF SARASOTA, LLC, the surviving Florida entity, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H07000100311 and this certificate issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is L07000039893.

Authentication Code: 907A00027643-042407-L07000039893-1/1



Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Twenty-fourth day of April, 2007



*Kurt S. Browning*

Kurt S. Browning  
Secretary of State

✓ Cox + Nici (E)



## ARTICLES (CERTIFICATE) OF MERGER

The following Articles (Certificate) of Merger (referred hereafter as the "Articles of Merger") are being submitted in accordance with Section 607.1109 and 608.4382 of the Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the merging party ("Merging Corporation") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
U.S. 41 of Sarasota, Inc. 2601 S. Tamiami Trail Sarasota, Florida 34239	Florida	Corporation

Florida Document/Registration Number: P99000014224  
FEI Number: 65-0900900

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party ("Surviving Limited Liability Company") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
U.S. 41 of Sarasota, LLC 2601 S. Tamiami Trail Sarasota, Florida 34239	Florida	Limited Liability Company

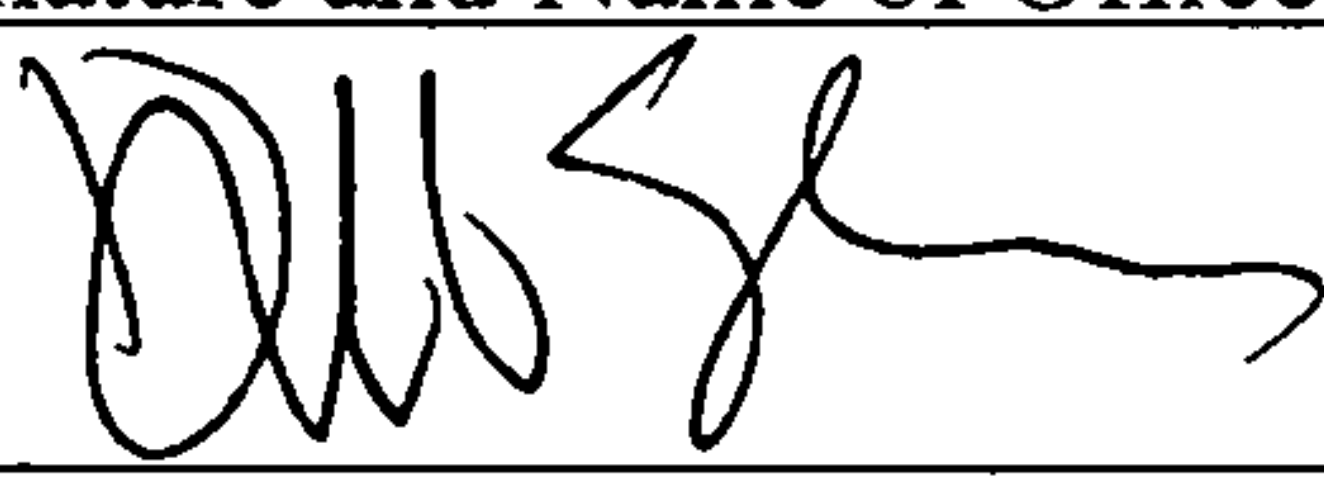
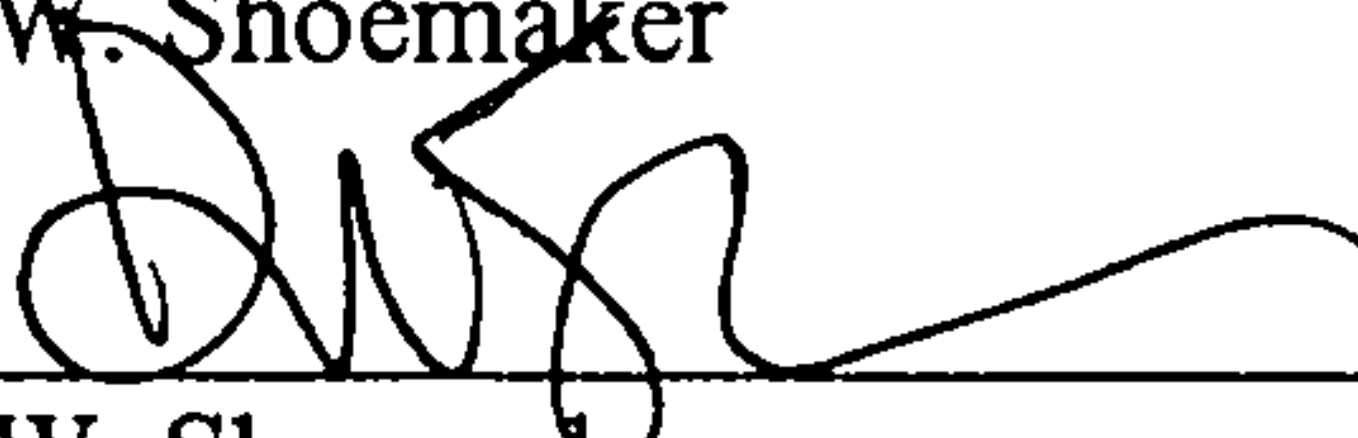
Florida Document/Registration Number: L07000039893  
FEI Number: 65-0900900

THIRD: The attached Plan of Merger meets the requirements of Section 607.1108 and 608.4382 of the Florida Statutes, and was approved in accordance with Section 607.1103 and Section 608.4381 by written consent on April 16, 2007. The Plan was executed under the authority of the Board of Directors on April 16, 2007 by the President of the Merging Corporation and by the Manager of the Surviving Limited Liability Company.

FOURTH: The attached Plan of Merger was approved by the Merging Corporation and the Surviving Limited Liability Company who are parties to the merger in accordance Chapters 607 and 608 of the Florida Statutes.

FIFTH: The merger shall become effective as of the date at which it was filed with the Florida Department of State, Division of Corporations.

SIXTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature and Name of Officer</u>	<u>Title or Position</u>
U.S. 41 of Sarasota, Inc.	 _____ David W. Shoemaker	President
U.S. 41 of Sarasota, LLC	 _____ David W. Shoemaker	Manager

## PLAN OF MERGER

The following Plan of Merger (the "Plan") is being submitted in accordance with Section 607.1108 of the Florida Statutes. In addition the Plan is in accordance with Section 368 of the Internal Revenue Code of 1986, as amended (the "Code").

FIRST: The exact name and jurisdiction of the merging party (the "Merging Corporation") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
U.S. 41 of Sarasota, Inc. 2601 S. Tamiami Trail Sarasota, Florida 34239	Florida	Corporation

Florida Document/Registration Number: P99000014224  
FEI Number: 65-0900900

SECOND: The exact name and jurisdiction of the surviving party ("Surviving Limited Liability Company") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
U.S. 41 of Sarasota, LLC 2601 S. Tamiami Trail Sarasota, Florida 34239	Florida	Limited Liability Company

Florida Document/Registration Number: L07000039893  
FEI Number: 65-0900900

THIRD: Terms, Conditions and Statements in compliance with Chapter 607 and 608 of the Florida Statutes and Section 368(a)(1)(F) of the Code.

A. The effective date of the merger is to take place on the date the Plan of Merger and the Articles of Merger are first filed with the State of Florida (the "Effective Date").

B. The Merging Corporation and the Surviving Limited Liability Company shall be a single entity known as U.S. 41 of Sarasota, LLC.

C. The Merging Corporation shall cease to exist following the Effective Date of the merger.

D. The Merging Corporation and the Surviving Limited Liability Company shall be treated the same for federal income tax purposes and therefore the Surviving Limited Liability Company shall use the same tax identification number as the Merging Corporation.



E. The corporate enterprise shall continue uninterrupted and is therefore a mere change of corporate vehicles for federal income tax purposes. In addition, the entire value of the proprietary interest in the Merging Corporation is to be preserved in the reorganization and within the Surviving Limited Liability Company.

F. The purpose of the merger, in part, is to protect the business assets from the owner's creditors and to allow for the continued management structure in that there is a higher protection against the creditors of the owners afforded under state law in a limited liability company structure. As such, the transaction and acts contemplated in this Plan are an ordinary and necessary incident of the conduct of the business.

G. The Surviving Limited Liability Company shall possess all the rights, privileges, powers, causes of action, and interest of the Merging Corporation; and all property, real and personal, and all debts due on whatever account, and every other interest belonging to or due to the Merging Corporation, shall be vested in the Surviving Limited Liability Company without further act or deed.

H. The Surviving Limited Liability Company shall be responsible and liable for all of the debts, liabilities and obligations of the Merging Corporation; and all existing or pending claims, actions or proceedings by or against the Merging Corporation may be prosecuted to judgment as if the merger had not taken place, or the Surviving Limited Liability Company may be substituted in the place of the Merging Corporation, and neither the rights of creditors nor any liens upon the property of the Merging Corporation shall be impaired by the merger.

I. With respect to each entity, the aggregate amount of net assets of the Merging Corporation that was available to support and pay distributions before the merger, shall continue to be available for the payment of distributions by the Surviving Limited Liability Company, except to the extent that all or a portion of those net assets may be transferred to the stated capital of the Surviving Limited Liability Company.

J. The cost or other basis of all property transferred incident to this Plan shall be the cost and basis as held by the Merging Corporation.

#### FOURTH: Conversion of Ownership Interests

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 are intended to comply with Section 368(a)(1)(F) of the Code and specifically is as follows:

A. All of the Shareholders of the Merging Corporation and the Members of the Surviving Limited Liability Company and the outstanding percentage of ownership percentage interests issued are identical. At and after the Effective Date, all of the previously issued and outstanding shares of common stock of the Merging Corporation that were issued and outstanding immediately prior to the Effective Date shall be automatically surrendered and canceled.

B. Upon the surrender and cancellation of the Merging Corporation's outstanding stock certificates, the Surviving Limited Liability Company shall issue membership certificates representing ownership of the Surviving Limited Liability Company to the Member in identical interests as owned prior to the merger/reorganization. No money or distributions or other dispositions shall be received or given under this Plan.

C. The Merging Corporation and the Surviving Limited Liability Company hereby acknowledge that the transfer of ownership interests are to be treated as if the Surviving Limited Liability Company received the assets and liabilities of the Merging Corporation in exchange for its membership units in a non-recognition event under Section 1032(a) of the Code.


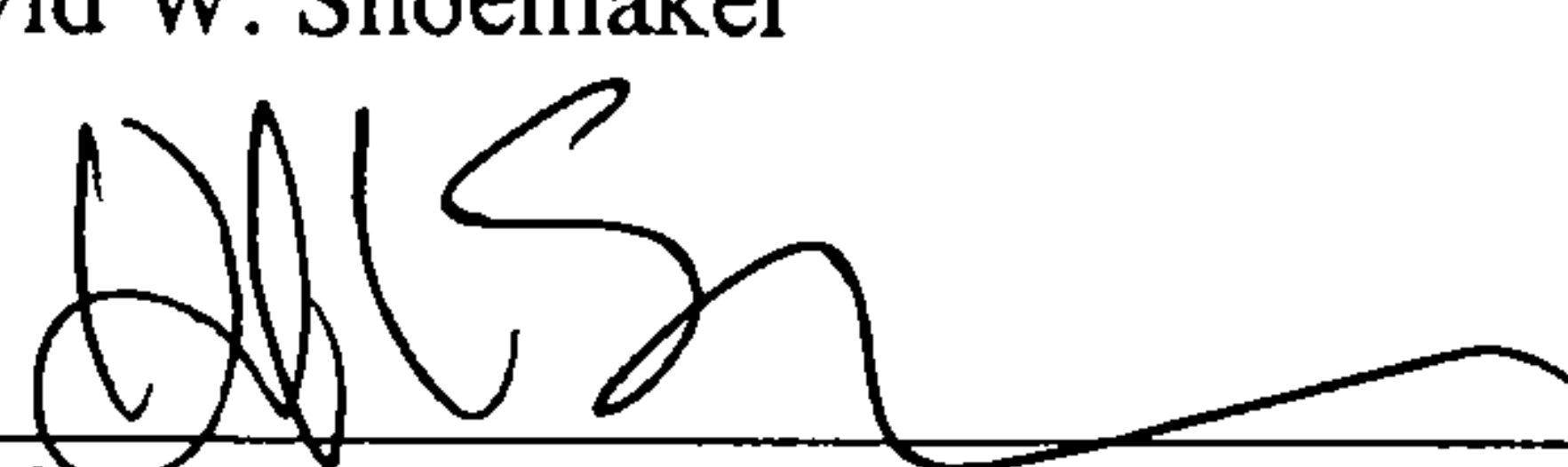
D. In addition, the Merging Corporation and the Surviving Limited Liability Company hereby acknowledge that subsequent to the transfer of assets for the ownership interests in the Surviving Limited Liability Company the Merging Corporation shall thereafter issue the membership units of the Surviving Limited Liability Company to its Shareholders in exchange for the Shareholder's stock certificates in the Merging Corporation in a non-recognition event under Section 354(a)(1) of the Code.

FIFTH: The name and address of the manager of the Surviving Limited Liability Company is as follows:

David W. Shoemaker  
4121 Roberts Point Road  
Sarasota, Florida 34242

SIXTH: SIGNATURE(S) FOR EACH PARTY:

Under penalties of perjury, we declare that we consent to the above Plan of Merger of the Merging Corporation and Surviving Limited Liability Company and that we have examined this Plan, and to the best of our knowledge and belief, it is true, correct, and complete. As an Officer of the Merging Corporation and Managers of the Surviving Limited Liability Company, we further declare that we are authorized to execute this Plan and statement on its behalf.

<u>Name of Entity</u>	<u>Signature and Name of Officer</u>	<u>Title or Position</u>
U.S. 41 of Sarasota, Inc.	 David W. Shoemaker	President
U.S. 41 of Sarasota, LLC	 David W. Shoemaker	Manager



# State of Florida



Department of State

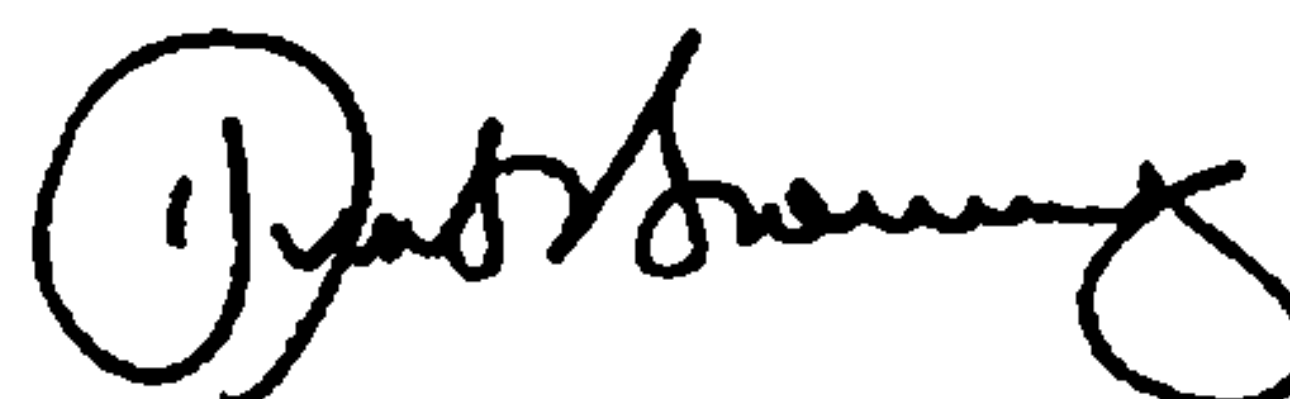
I certify from the records of this office that U.S. 41 OF SARASOTA, LLC, is a limited liability company organized under the laws of the State of Florida, filed on April 13, 2007.

The document number of this company is L07000039893.

I further certify that said company has paid all fees due this office through December 31, 2007, and its status is active.

Authentication Code: 907A00027643-042407-L07000039893-1/1

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Twenty-fourth day of April, 2007



Kurt S. Browning  
Secretary of State



April 24, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

U.S. 41 OF SARASOTA, LLC  
2601 S. TAMiami TRAIL  
SARASOTA, FL 34239

Re: Document Number L07000039893

The Articles of Merger for U.S. 41 OF SARASOTA, LLC, the surviving Florida entity were filed on April 23, 2007.

The certification you requested is enclosed. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H07000100311.

Should you have any questions regarding this matter, please feel free to telephone (850) 245-6094, the Registration/Qualification Section.

Agnes Lunt  
Document Specialist  
Division of Corporations

Letter Number: 907A00027643