

A32236

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

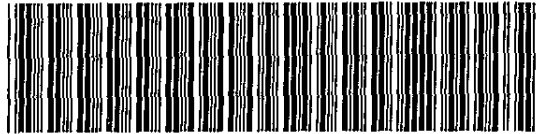
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

12/24 Merge

A32236 merging

Swrn. Not final.



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RJM

12/31/02--01067--002 **77.50

FILED
02 DEC 24 AM 9:12
FBI - MEMPHIS

FF \$77.50

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CARLILE PATCHEN & MURPHY LLP
ATTORNEYS AT LAW

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Writer's E-Mail Address: peg@cpmlaw.com

December 23, 2002

FEDEX STANDARD OVERNIGHT

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Merger and Plan of
Merger

Dear Sir or Madam:

Enclosed herewith are Articles of Merger and a Plan of Merger to be filed with your office regarding the merger of The Boothby Family Limited Partnership, a Florida limited partnership, into Boothby Family, LLC, an Ohio limited liability company. Our check in the amount of \$77.50 for the filing fee is provided. Please note that the signatures of the parties have been provided in counterparts, so two (2) separate signature pages are provided.

Please return a filing acknowledgment to us. A postage-paid return envelope is provided for your convenience. If you have any questions or there are any problems with this submission, please call me toll-free at 800-666-2762.

Very truly yours,

CARLILE PATCHEN & MURPHY LLP

Pam E. Geiser
Paralegal

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174030.001

cc. Mr. David S. Jackson (via e-mail, no encl.)
Mr. Richard L. Bibart (via e-mail, no encl.)

ARTICLES OF MERGER
Merger Sheet

MERGING:

THE BOOTHBY FAMILY LIMITED PARTNERSHIP, A32236, A Florida Limited
Partnership

INTO

BOOTHBY FAMILY, LLC, entity not qualified in Florida.

File date: December 24, 2002

Corporate Specialist: Michelle Hodges

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 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. The Boothby Family Limited Partnership P.O. Box 06189 Columbus, Ohio 43206	Florida	limited partnership
Florida Document/Registration Number: A32236		FEI Number: 65-0312488
2.		
Florida Document/Registration Number:		FEI Number:
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

FILED
02 DEC 24 AM 9:42
STATE OF FLORIDA
TALLAHASSEE

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>
Boothby Family, LLC	Ohio	limited liability company
P.O. Box 06189		
Columbus, Ohio 43206		

Florida Document/Registration Number: Ohio Reg. No.: 1354918 FEI Number: 65-0312488

THIRD: The attached Plan of Merger meets the requirements of section(s) 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 Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) 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 section(s) 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 now a general partner of the surviving entity pursuant to section(s) 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

OR

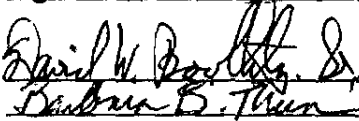
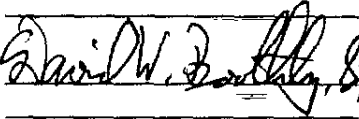
FILING DATE

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>The Boothby Family Limited Partnership</u>		<u>David W. Boothby, Sr., General Partner</u> <u>Barbara B. Thun, General Partner</u> <u>William F. Boothby, General Partner</u>
<u>Boothby Family, LLC</u>		<u>David W. Boothby, Sr., Manager</u>

(Attach additional sheet(s) if necessary)

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

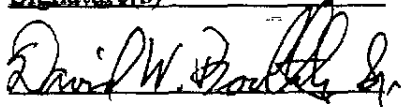
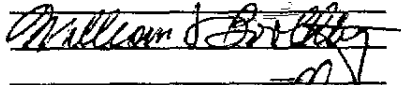
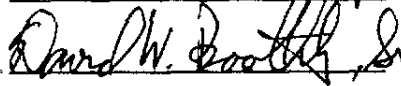
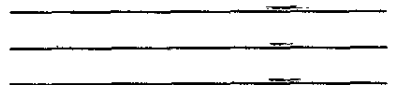
FILING DATE

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>The Boothby Family Limited Partnership</u>		<u>David W. Boothby, Sr., General Partner</u>
		<u>Barbara B. Thun, General Partner</u>
		<u>William F. Boothby, General Partner</u>
<u>Boothby Family, LLC</u>		<u>David W. Boothby, Sr., Manager</u>

(Attach additional sheet(s) if necessary)

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>
The Boothby Family Limited Partnership	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Boothby Family, LLC	Ohio

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

As of the effective date, the merged party shall be merged into the surviving party. As of the effective date, the Articles of Organization of the surviving party shall be the Articles of Organization of Boothby Family, LLC, an Ohio limited liability company.

(Attach additional sheet(s) if necessary)

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 are as follows:

As of the effective date of the merger, the partnership interests of the general partners and the limited partners of the merged party shall be converted to an equal number of membership units in the surviving party, and the surviving party shall be deemed to be a continuation of the merged party for the purposes of state and federal income taxation. The outstanding membership interests of the surviving party shall continue thereafter to constitute all of the outstanding membership interests of such party. There shall be no change in the shares of partnership liabilities, profits, losses or capital as a result of the above-described conversions of partnership interests in the merged party into membership interests of the surviving party.

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:

No such rights to acquire exist. —

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

<u>Name(s) and Address(es) of General Partner(s)</u>	<u>If General Partner is a Non-Individual, Florida Document/Registration Number</u>
Not applicable	—

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

David W. Boothby, Sr., Manager/President
P.O. Box 06189
Columbus, Ohio 43206

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

This Plan does not conflict with or make any changes in the Articles of Organization of the surviving party.

Management of the surviving party is vested in the above-listed manager.

This Plan has been approved by the manager of the surviving party.

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

None.

(Attach additional sheet(s) if necessary)