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EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Keys Holdings, LLC
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

John J. Wolfe

(Contact Person)

John J. Wolfe, P.A.

(Firm/Company)

2955 Overseas Highway

(Address)

Marathon, FL 33050

(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

John J. Wolfe

(Name of Contact Person)

at (305) 743-9858

(Area Code and Daytime Telephone Number)

Certified copy (optional) \$30.00

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

**Articles of Merger
For
Florida Limited Liability Company**

The following Articles of Merger are submitted to merge the following Florida Limited Liability Company and Florida Profit Corporation in accordance with s. 608.4382 and s. 607.1109 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>
<u>Lively Wolfe, Inc.</u>	<u>Florida</u>	<u>Profit Corporation</u>

899-8224

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

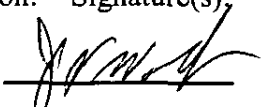
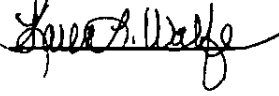
<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Keys Holdings, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>

207-97974

THIRD: The attached plan of merger was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes.

FOURTH: The effective date of the merger is February 1, 2009.

FIFTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>Lively Wolfe, Inc.</u>		<u>John J. Wolfe, Vice President</u>
<u>Keys Holdings, LLC</u>		<u>Karen L. Wolfe, Manager Member</u>

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 CLERK OF DISTRICT COURT
 TAMPA, FLORIDA

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PLAN OF MERGER

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>
<u>Lively Wolfe</u>	<u>Florida</u>	<u>Profit Corporation</u>

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>
<u>Keys Holdings, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>

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

All terms and conditions are set forth herein. Management of the surviving entity will be by the Manager Members of the surviving entity.

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

The shareholders of Lively Wolfe, Inc. are also the majority in interest of the members of Keys Holdings, LLC. All shares of stock held by the shareholders of Lively Wolfe, Inc. on the effective date of the merger will be cancelled and each such shareholder will continue to own a membership interest in Keys Holdings, LLC equal to the percentage interest in Keys Holdings, LLC owned by each such shareholder immediately prior to the merger with the indebtedness of Lively Wolfe, Inc. to Keys Holdings, LLC being extinguished.

- B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows: No such rights are outstanding.

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TALLAHASSEE, FLORIDA

FIFTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Alton J. Lively	2949 Overseas Highway, Marathon, Florida 33050
Betty J. Lively	2949 Overseas Highway, Marathon, Florida 33050
David A. Lively	2949 Overseas Highway, Marathon, Florida 33050
Karen L. Wolfe	2949 Overseas Highway, Marathon, Florida 33050
John J. Wolfe	2949 Overseas Highway, Marathon, Florida 33050

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