

P03000125287

(Requestor's Name)

From: RUTH CLARK (706)259-2586  
MINOR, BELL & NEAL  
403 HOLIDAY DRIVE, SUITE B  
DALTON, GA, 30720

(City/State/Zip/Phone #)

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(Business Entity Name)

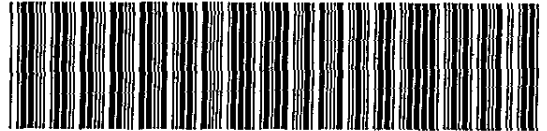
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DIVISION OF CORPORATIONS  
2004 JAN -5 PM 3:15

*Merger*

*1/9/04*

*De*

# MBN

MINOR, BELL & NEAL  
Attorneys at Law

January 2, 2004

Office Address:  
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706.259.2586

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**VIA FEDERAL EXPRESS DELIVERY**  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**Re: Huntington Investments of Amelia Island, Inc.**

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kimberly A. Cox  
Minor, Bell & Neal  
P.O. Box 2586  
Dalton, GA 30722-2586

For further information concerning this matter, please call:

Kimberly A. Cox at 706-259-2586.

Certified copy (optional) \$8.75 (plus \$1 per page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

John T. Minor, III  
Dennis D. Watson  
William W. Bell, Jr.  
John P. Neal, III  
James H. Bisson, III  
John T. Minor, IV  
Stephen B. Farrow  
William F. Jourdain  
Robert G. McCurry  
†M. Shane Lovingood  
††James I. Catanzaro, Jr.  
††Karen W. Ingle  
††John R. McCown  
Elizabeth M. Wheeler  
Charles J. Bethel  
Jonathan I. Bledsoe  
Kimberly A. Cox  
J. Tyson Ross  
‡Meredith C. Mochel  
Stephanie S. Pierce

†Also Certified Public Accountant  
††Also licensed in Tennessee  
‡Licensed only in Tennessee

**ARTICLES OF MERGER OF HUNTINGTON INVESTMENTS, INC.  
AND HUNTINGTON INVESTMENTS OF AMELIA ISLAND, INC.**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**I**

The surviving corporation is **HUNTINGTON INVESTMENTS OF AMELIA ISLAND, INC.**, a Florida corporation, Nassau County, Document Number P03000125287.

**II**

The merging corporation is **HUNTINGTON INVESTMENTS, INC.**, a Georgia corporation, Whitfield County.

**III**

The Plan of Merger attached to these Articles as Exhibit A and incorporated by this reference, was duly approved by the Board of Directors of **HUNTINGTON INVESTMENTS, INC.** ("Huntington"), a Georgia corporation, and the Board of Directors of **HUNTINGTON INVESTMENTS OF AMELIA ISLAND, INC.** ("Huntington of Amelia"), a Florida corporation.

**IV**

Pursuant to the Agreement and Plan of Merger, the merger of Huntington and Huntington of Amelia shall be effective as of the date of filing with the Secretary of State.

**V**

The Plan of Merger was adopted by the board of directors and the shareholders of the surviving corporation on December 30, 2003.

**VI**

The Plan of Merger was adopted by the board of directors and the shareholders of the merging corporation on December 30, 2003.

*Signatures on following page.*

FILED  
SECRETARY OF CORPORATIONS  
2004 JAN 5 PM 3:15

HUNTINGTON INVESTMENTS, INC.

By: Margaret P. Rollins  
President, Margaret P. Rollins

[CORPORATE SEAL]

ATTEST:

By: [Signature]  
Secretary

HUNTINGTON INVESTMENTS OF  
AMELIA ISLAND, INC.

By: [Signature]  
President Roger Rollins

[CORPORATE SEAL]

ATTEST:

By: Margaret P. Rollins  
Secretary

**PLAN OF MERGER OF  
HUNTINGTON INVESTMENTS, INC.  
WITH AND INTO HUNTINGTON INVESTMENTS OF AMELIA ISLAND, INC.**

The following Plan of Merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**FIRST:** The surviving corporation is **HUNTINGTON INVESTMENTS OF AMELIA ISLAND, INC., A FLORIDA CORPORATION, NASSAU COUNTY, document number P03000125287.**

**SECOND:** The merging corporation is **HUNTINGTON INVESTMENTS, INC., A GEORGIA CORPORATION, WHITFIELD COUNTY.**

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

3.1. On the Effective Date, Huntington Investments, Inc. ("Huntington") shall be merged with and into Huntington Investments of Amelia Island, Inc. ("Huntington of Amelia") (Huntington and Huntington of Amelia being sometimes collectively referred to in this Plan as the "Constituent Corporations"), and Huntington of Amelia shall continue in existence.

3.2. Without limiting the foregoing, on and after the Effective Date, the separate existence of Huntington shall cease, and, in accordance with the terms of this Agreement, the title to all real estate and other property owned by each of the Constituent Corporations shall be vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all liabilities of each of the Constituent Corporations; and any proceeding pending against any Constituent Corporation may be continued as if the merger did not occur or the Surviving Corporation may be substituted in its place.

3.3. Prior to and from and after the Effective Date, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effectuate the merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of Huntington, the last acting officers of Huntington, or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

**FOURTH:** The manner and basis of converting the shares of each corporation into shares of the surviving corporation are as follows:

4.1. Upon the Effective Date:

(a) Each share of Huntington Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, thereupon be converted into one (1) share of Huntington of Amelia Stock.

(b) Each share of Huntington Stock held in the treasury of Huntington immediately prior to the Effective Date of the merger shall by virtue of the merger and without any action on the part of the holder thereof, be cancelled and retired and cease to exist without any conversion thereof.

4.2. After the Effective Date, each holder of an outstanding certificate or certificates which immediately prior thereto represented shares of Huntington Stock will, upon surrender of such certificate or certificates, shall be entitled to a certificate or certificates representing the number of shares of Huntington of Amelia Stock.

**FIFTH:** The following terms and conditions apply:

#### Directors and Officers

The persons who are directors and officers of Huntington immediately prior to the Effective Date shall continue as the directors and officers of the Surviving Corporation and shall continue to hold office as provided in the bylaws of the Surviving Corporation.

#### Articles of Incorporation and Bylaws

From and after the Effective Date, the Articles of Incorporation of Huntington of Amelia, as in effect at such date, shall be the Articles of Incorporation of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

From and after the Effective Date, the bylaws of Huntington of Amelia, in effect at such date, shall be the bylaws of the Surviving Corporation and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

#### Termination

At any time prior to the filing of the Articles or Certificate of Merger by the Secretary of State of Georgia, the Board of Directors of Huntington or Huntington of Amelia may terminate and abandon this Agreement, notwithstanding favorable action on the merger by the shareholders of either such corporation or earlier approval by the Boards of Directors of such corporations.

#### Miscellaneous

This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original and all of which together shall constitute one and the same agreement.

IN WITNESS WHEREOF, the Constituent Corporations have each caused this Agreement to be executed, their respective corporate seals to be affixed and the foregoing attested, all by their respective duly authorized officers, as of the date hereinabove first written.

HUNTINGTON INVESTMENTS, INC.

By: Margaret P. Rollins  
President Margaret P. Rollins

ATTEST:

By: [Signature]  
Secretary

(CORPORATE SEAL)

HUNTINGTON INVESTMENTS OF  
AMELIA ISLAND, INC.

By: [Signature]  
President Roger Rollins

ATTEST:

By: Margaret P. Rollins  
Secretary

(CORPORATE SEAL)