

LOG 000 108143

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

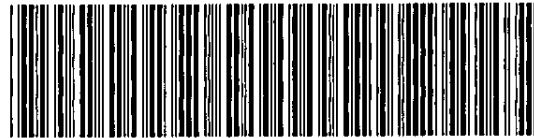
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B. KOHR

NOV 28 2011

EXAMINER



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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 11-28-2011

NAME: NELBUD HOLDINGS LLC

TYPE OF FILING: CERTIFICATE OF MERGER

COST:

~~\$80~~ \$90

RETURN: CERTIFIED COPY

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

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DIVISION OF CORPORATIONS
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Nelbud Services Group, Inc.
Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Krystal White Johnson

Contact Person

Miller & Martin PLLC

Firm/Company

1000 Volunteer Building, 832 Georgia Avenue

Address

Chattanooga, TN 37402

City, State and Zip Code

kjohnson@millermartin.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Krystal White Johnson

Name of Contact Person

at (423)

785-8477

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

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DIVISION OF CORPORATIONS
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**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, 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> |
|----------------------|---------------------|---------------------------|
| Nelbud Holdings, LLC | Florida | Limited Liability Company |
| LO6000108143 | | |
| | | |
| | | |
| | | |

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> |
|-----------------------------|---------------------|-------------------------|
| Nelbud Services Group, Inc. | New Jersey | Corporation |

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

1202 Moss Mill Road, Egg Harbor City, New Jersey 08215

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

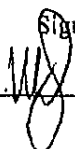
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 1202 Moss Mill Road, Egg Harbor City, New Jersey 08215

Mailing address: 1202 Moss Mill Road, Egg Harbor City, New Jersey 08215

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

| Name of Entity/Organization: | Signature(s): | Typed or Printed Name of Individual: |
|------------------------------|---|--------------------------------------|
| Nelbud Services Group, Inc. |  | W. Nelson Dill II |
| | | President |
| Nelbud Holdings, LLC | | Thomas S. Harbin, III |
| | | President |

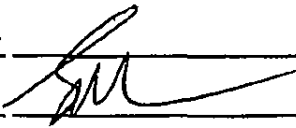
| | |
|-----------------------------------|---|
| Corporations: | Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.) |
| General partnerships: | Signature of a general partner or authorized person |
| Florida Limited Partnerships: | Signatures of all general partners |
| Non-Florida Limited Partnerships: | Signature of a general partner |
| Limited Liability Companies: | Signature of a member or authorized representative |

| | |
|-------------------------------------|---------|
| <u>Fees:</u> | |
| For each Limited Liability Company: | \$25.00 |
| For each Corporation: | \$35.00 |
| For each Limited Partnership: | \$52.50 |
| For each General Partnership: | \$25.00 |
| For each Other Business Entity: | \$25.00 |

| | |
|--|---------|
| <u>Certified Copy (optional):</u> | \$30.00 |
|--|---------|

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

| Name of Entity/Organization: | Signature(s): | Typed or Printed Name of Individual: |
|------------------------------|---|--------------------------------------|
| Nelbud Services Group, Inc. | | W. Nelson Dllg II |
| |  | President |
| Nelbud Holdings, LLC | | Thomas S. Harbin, II |
| | | President |

| | |
|-----------------------------------|---|
| Corporations: | Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.) |
| General partnerships: | Signature of a general partner or authorized person |
| Florida Limited Partnerships: | Signatures of all general partners |
| Non-Florida Limited Partnerships: | Signature of a general partner |
| Limited Liability Companies: | Signature of a member or authorized representative |

Fees:

| | |
|-------------------------------------|---------|
| For each Limited Liability Company: | \$25.00 |
| For each Corporation: | \$35.00 |
| For each Limited Partnership: | \$52.50 |
| For each General Partnership: | \$25.00 |
| For each Other Business Entity: | \$25.00 |

Certified Copy (optional): \$30.00

**PLAN OF MERGER
FOR THE
MERGER
OF
NELBUD HOLDINGS, LLC
(a Florida limited liability company)
WITH AND INTO
NELBUD SERVICES GROUP, INC.
(a New Jersey corporation)**

Pursuant to and in accordance with the Florida Limited Liability Company Act, the New Jersey Business Corporation Act, and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, **NELBUD HOLDINGS, LLC**, a Florida limited liability company ("**Holdings**"), will merge (the "**Merger**") with and into **NELBUD SERVICES GROUP, INC.**, a New Jersey corporation ("**Surviving Entity**"), in accordance with the terms and conditions of this Plan of Merger (this "**Plan of Merger**"). Holdings and Surviving Entity may be collectively referred to herein as the "**Constituent Entities**."

(a) The Merger shall be effective upon the later of the filing of the Certificate of Merger with the Division of Revenue of the State of New Jersey or the filing of the Certificate of Merger with the Department of State of the State of Florida (the "**Effective Date**").

(b) Upon the Effective Date of the Merger, the separate existence of Holdings shall cease, and the assets and liabilities of Holdings shall thereafter be the assets and liabilities of Surviving Entity.


(c) Upon the Effective Date of the Merger, the Articles of Incorporation of Surviving Entity shall serve as the Articles of Incorporation of the Surviving Entity in such Merger, until altered or amended.

(d) Upon the Effective Date of the Merger, by virtue of the Merger and without any action on the part of Holdings or Surviving Entity, all of the then issued and outstanding units of Holdings held by its sole member shall be converted into and exchanged for the 100 shares of common stock of the Surviving Corporation currently owned Holdings.

[Signatures on following page]

IN WITNESS WHEREOF, the Constituent Entities have caused this Plan of Merger to be executed and acknowledged by the undersigned duly authorized officers.

NELBUD HOLDINGS, LLC,
a Florida limited liability company

By: 
Thomas S. Harbin, III, President

NELBUD SERVICES GROUP, INC.,
a New Jersey corporation

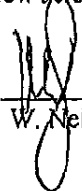
By: _____
W. Nelson Dilg II, President

IN WITNESS WHEREOF, the Constituent Entities have caused this Plan of Merger to be executed and acknowledged by the undersigned duly authorized officers.

NELBUD HOLDINGS, LLC,
a Florida limited liability company

By: _____
Thomas S. Harbin, III, President

NELBUD SERVICES GROUP, INC.,
a New Jersey corporation

By:  _____
W. Nelson Dilg II, President