

01/29/2016 16:41 FAX

GUNSTER, YOAKLEY & STEWART, P.A.

FILED 4/20/01

# L150000013523

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**MERGER OR SHARE EXCHANGE  
MORRIS INVESTMENTS PARTNERS, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$67.50

\$85.00

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**CERTIFICATE OF MERGER**  
of  
**MORRIS INVESTMENTS**  
(a Florida General Partnership)  
with and into  
**MORRIS INVESTMENTS PARTNERS, LLC.**  
(a Florida Limited Liability Company)

**FILED**  
2015 JAN 29 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted in accordance with Sections 620.8918(3) and 605.1025(6), Florida Statutes, to merge MORRIS INVESTMENTS, a Florida general partnership with and into MORRIS INVESTMENTS PARTNERS, LLC., a Florida limited liability company.

**FIRST:** The exact name, form/entity type, and jurisdiction for the merging entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>Florida Document No.</u>
MORRIS INVESTMENTS	Florida	General Partnership GP	_____

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>Florida Document No.</u>
MORRIS INVESTMENTS PARTNERS, LLC.	Florida	LLC	L15000013523

**THIRD:** The merger shall be effective upon filing with the Secretary of State of Florida.

**FOURTH:** The attached Plan of Merger was approved by each party to the merger as required by the applicable provisions of Sections 620.8917 and Section 605.1023, Florida Statutes.

**FIFTH:** Signature(s) for each party:

**PARTNERS OF MORRIS INVESTMENTS:**

**Kathryn C. Morris Rupp Charitable  
Lead Annuity Trust dated December 20, 2012**

/s/ Nathaniel Zachary Rupp  
By: \_\_\_\_\_  
Name: Nathaniel Zachary Rupp  
Title: Trustee

/s/ Benjamin David Rupp  
By: \_\_\_\_\_  
Name: Benjamin David Rupp  
Title: Trustee

*[Signatures hereto continued on following page(s).]*

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**SIGNATURES OF PARTNERS OF MORRIS  
INVESTMENTS (merging entity) CONTINUED:**

**Rupp Family, LLC, a Florida limited liability  
company**

/s/ Kathryn C. Morris Rupp

By: \_\_\_\_\_

Name: Kathryn C. Morris Rupp

Title: Manager

**Kathryn C. Morris Rupp Consolidated Trust dated  
March 20, 1982**

/s/ Kathryn C. Morris Rupp

By: \_\_\_\_\_

Name: Kathryn C. Morris Rupp

Title: Trustee

**W. Allen Morris Revocable Trust dated March 29,  
1983, as amended**

/s/ W. Allen Morris

By: \_\_\_\_\_

Name: W. Allen Morris

Title: Trustee

**ADAM Investments, Ltd., a Florida limited  
partnership**

/s/ W. Allen Morris

By: \_\_\_\_\_

Name: W. Allen Morris

Title: General Partner

**Bell Family Investment Group, L.P., a Georgia  
limited partnership**

/s/ James Frank Bell, Jr.

By: \_\_\_\_\_

Name: James Frank Bell, Jr.

Title: General Partner

*[Signatures hereto continued on following page(s).]*

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**SIGNATURE OF SURVIVING ENTITY:**

**MORRIS INVESTMENTS PARTNERS, LLC,**  
a Florida limited liability company

/s/ William A. Morris

By: \_\_\_\_\_  
William A. Morris, Manager

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Exhibit APlan of Merger

**PLAN OF MERGER  
OF  
MORRIS INVESTMENTS**  
*(a Florida general partnership)*

**WITH AND INTO  
MORRIS INVESTMENTS PARTNERS, LLC.**  
*(a Florida limited liability company)*

**THIS PLAN OF MERGER** (this "Agreement") is dated as of January 23, 2015, by and between MORRIS INVESTMENTS, a Florida general partnership ("Partnership"), as the merging party, and MORRIS INVESTMENTS PARTNERS, LLC., a Florida limited liability company ("Morris LLC"), as the surviving party.

**FIRST:** The name, form/entity type, jurisdiction and Florida document number of the MERGING entity is:

<u>NAME</u>	<u>ENTITY TYPE</u>	<u>JURISDICTION</u>	<u>DOCUMENT NO.</u>
MORRIS INVESTMENTS	general partnership	Florida	GP _____

**SECOND:** The name, form/entity type, jurisdiction and Florida document number of the SURVIVING entity is:

<u>NAME</u>	<u>ENTITY TYPE</u>	<u>JURISDICTION</u>	<u>DOCUMENT NO.</u>
MORRIS INVESTMENTS PARTNERS, LLC.	LLC	Florida	L15000013523

**THIRD:** The terms and conditions of the merger, including the manner and basis for converting interests in the Partnership into any combination of interests, shares, obligations, securities, cash, rights, and other consideration are as follows:

A. Each partner in the Partnership holding a partnership interest immediately prior to the Effective Date (as such term is hereinafter defined) shall, by virtue of the merger and without any action on the part of the holder thereof, have such partnership interests be converted into one (1) membership interest in Morris LLC.

B. Each membership interest in Morris LLC that is outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, remain unchanged and continue to remain outstanding as a membership interest in Morris LLC.

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C. All debts, obligations and liabilities of Partnership shall become the obligations of Morris LLC.

D. All property, real and personal, tangible and intangible, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of Partnership, shall, upon the effect of the merger, be transferred to and vested in Morris LLC, without further act or deed.

E. Upon the conversion becoming effective, the LLC shall be governed by the terms and conditions of the Florida Revised Limited Liability Company Act.

**FOURTH:** The Articles of Organization and Operating Agreement of Morris LLC immediately prior to the merger shall survive as the Articles of Organization and Operating Agreement of the surviving entity; provided, however, that the spelling and punctuation of the name of the SURVIVING ENTITY shall be:

MORRIS INVESTMENTS PARTNERS, LLC

**FIFTH:** The date of filing of the Certificate of Merger with the Florida Department of State shall be the effective date of this merger (the "Effective Date").

**SIXTH:** This Plan of Merger and the Certificate of Merger were approved and adopted by written consent of the partners of the Partnership and the holders of all of the issued and outstanding membership interests in Morris LLC, as of the 29<sup>th</sup> day of January, 2015.

**IN WITNESS WHEREOF**, the parties have executed this Plan of Merger as of the day and year first above written.

**MERGING ENTITY:**

MORRIS INVESTMENTS, a  
Florida general partnership

By: ADAM Investments, Ltd.,  
a Florida limited partnership,  
General Partner

/s/ W. Allen Morris

By: \_\_\_\_\_  
W. Allen Morris, General Partner

**SURVIVING ENTITY:**

MORRIS INVESTMENTS  
PARTNERS, LLC, a Florida  
limited liability company

/s/ W. Allen Morris  
By: \_\_\_\_\_  
W. Allen Morris, Manager