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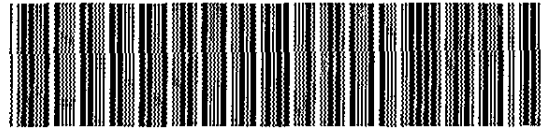
(Business Entity Name)

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DIVISION OF CORPORATION

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03 DEC 24 PM 3:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE



# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Griffis Family

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TALLAHASSEE, FLORIDA

Signature

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Name

Date

Time

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Art of Inc. File

☒ LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier





FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

03 DEC 24 PM 3:29  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 23, 2003

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: GRIFFIS FAMILY INTERESTS, LTD.  
Ref. Number: W03000039013

We have received your document for GRIFFIS FAMILY INTERESTS, LTD. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$105.00 payment.

It seems that the SURVIVOR is going to be the Nevada limited partnership called GRIFIS FAMILY INTERESTS, LTD. Yet in the SECOND ITEM in the ARTICLES OF MERGER DOCUMENT (on the second page) the survivor is identified as SIERRA CORPORATE SERVICES. Please correct this.

ALSO in the PLAN OF MERGER, in the FIFTH ITEM, you must identify the NAMES AND ADDRESSES of the GENERAL PARTNERS of the surviving limited partnership.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Document Specialist

Letter Number: 003A00068380

*Corrected*

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

Triffis Family

- ☐ Art of Inc. File
- ☒ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval

Signature

Requested by

Name

Date

Time

Walk-In

Will Pick Up



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## 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. GRIFFIS FAMILY INTERESTS, LTD 555 S.E. 6th AVE. # 11D DELRAY BEACH, FL 33483	FLORIDA	FL LTD.
Florida Document/Registration Number: A00000000937		FEI Number: 651017774
2. GRIFFIS FAMILY INTERESTS, LTD 241 RIDGE STREET, FOURTH FLOOR RENO, NV 89501	NEVADA	NV LTD.
Florida Document/Registration Number:		FEI Number: 651017774
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)



**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>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Florida Document/Registration Number: \_\_\_\_\_ FEI Number: 65-1017774

**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

(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.)

Name of Entity \_\_\_\_\_

Signature(s)

Typed or Printed Name of Individual

**GRIFFIS FAMILY INTERESTS, Ltd**

James R. Holt Jr.

JAMES A. GRIFFIS, Jr., PRESIDENT  
OF GENERAL PARTNER  
FLORIDA PARTNERSHIP

**GRIFFIS FAMILY INTERESTS, Ltd**

James R. Hoffa

JAMES A. GRIFFIS, Jr. PRESIDENT  
OF GENERAL PARTNER  
NEVADA PARTNERSHIP

(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>
GRIFFIS FAMILY INTERESTS, LTD.	FLORIDA
GRIFFIS FAMILY INTERSESTS, LTD.	NEVADA

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

<u>Name</u>	<u>Jurisdiction</u>
GRIFFIS FAMILY INTERESTS, LTD.	NEVADA

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

SEE ATTACHMENT A.

*(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:

INTERESTS IN GRIFFIS FAMILY INTERESTS, LTD. FLORIDA WILL BE EXCHANGED SHARE FOR SHARE WITH SHARES OF GRIFFIS FAMILY INTERESTS, LTD. NEVADA. ALL INTERESTS IN GRIFFIS FAMILY INTERESTS, LTD. NEVADA WILL BE CONVERTED IN TO EQUAL INTERESTS IN GRIFFIS FAMILY INTERESTS, LTD. NEVADA.

- 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:

RIGHTS OF THE GRIFFIS FAMILY INTERESTS, LTD. FLORIDA PARTNERS TO ACQUIRE INTERESTS IN GRIFFIS GP, INC. ARE TO BE MAINTAINED BY THE PARTNERS IN THE EXCHANGE PROCESS. THERE ARE NO OTHER RIGHTS OF INDIVIDUALS TO ACQUIRE INTERESTS, SHARES OR OBLIGATIONS OF THE MERGING ENTITIES.

*(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:

**Name(s) and Address(es) of General Partner(s)**

GRIFFIS GP, INC.  
241 RIDGE STREET, FOURTH FLOOR  
RENO, NV 89501

If General Partner is a Non-Individual,  
**Florida Document/Registration Number**  
Nevada Corporation



**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:

N/A

**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:

A. A PLAN OF MERGER HAS BEEN ADOPTED BY EACH CONSTITUENT ENTITY.

B. GRIFFIS FAMILY INTERESTS, LTD. , A FLORIDA LIMITED PARTNERSHIP WAS REQUIRED TO APPROVE THIS MERGER AND THE PLAN OF MERGER WAS APPROVED BY THE SHAREHOLDERS OF GRIFFIS FAMILY INTERESTS, LTD. A FLORIDA LIMITED PARTNERSHIP.

C. GRIFFIS FAMILY INTERESTS, LTD. A NEVADA LIMITED PARTNERSHIP WAS REQUIRED TO APPROVE THIS MERGER AND THE PLAN OF MERGER WAS APPROVED BY THE PARTNERS OF GRIFFIS FAMILY INTERESTS, LTD. A NEVADA LIMITED PARTNERSHIP.

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

THERE IS NO ECONOMIC CHANGE IN THE INTERESTS OF THE SHAREHOLDERS OR CHANGE IN DUTY OF THE GENERAL PARTNER OR LIMITED PARTNERS OF GRIFFIS FAMILY INTERESTS, LTD.

*(Attach additional sheet(s) if necessary)*