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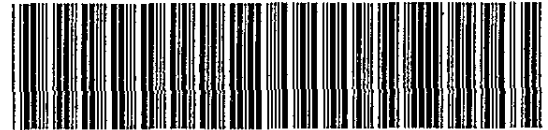
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THE LAW OFFICE OF  
J. WARREN OTT  
ONE PARK TOWER • SUITE 1920  
34 PEACHTREE STREET, NW  
ATLANTA, GEORGIA 30303

TELEPHONE (404) 572-6130

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December 23, 2004

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: A.M.G.H. Partners Ltd.

Dear Sir or Madam:

I enclose Articles of Merger for the above-referenced partnership with attached Agreement and Plan of Merger. I also enclose our firm's check in the amount of \$105.00 for filing fees.

Our firm's office hours the week following Christmas are Monday through Thursday 8:30 a.m. to 5:00 p.m. Our normal office hours are Monday through Friday 8:30 a.m. to 5:00 p.m.

Thank you for your assistance.

With best regards,

Sincerely,

A handwritten signature in black ink, appearing to read "Warren Ott", with a stylized flourish at the end.

J. Warren Ott

JWO/bls  
Enclosure

## ARTICLES OF MERGER

These Articles of Merger are hereby adopted by the undersigned General Partners, effective as herein provided:

1.

Attached hereto as Exhibit A and incorporated herein by this reference is that certain Agreement and Plan of Merger between A.M.G.H. Partners, Ltd. and A.M.G.H. Partners, LLLP.

2.

The Agreement and Plan of Merger has been approved by all of the partners of A.M.G.H. Partners, Ltd., which is the only Florida partnership that is a party to the merger.

3.

The written consent of each person who, as a result of the merger, becomes a general partner of the surviving entity has been obtained pursuant to Florida Statutes § 620.202 (2).

4.

The Agreement and Plan of Merger has been approved by A.M.G.H. Partners, LLLP in accordance with the applicable laws of the State of Georgia. A.M.G.H. Partners, LLLP is the only other business entity that is a party to the merger.

5.

The surviving entity in the merger is A.M.G.H. Partners, LLLP. The address of its principal office under the laws of Georgia is 211 Peachtree Battle Avenue; Atlanta, Georgia 30305.

6.

A.M.G.H. Partners, LLLP is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in any proceeding to enforce any obligation or the rights of any dissenting partners of A.M.G.H. Partners, Ltd., the Florida limited partnership that

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is a party to the merger, and the surviving entity has agreed to promptly pay to any dissenting partner of A.M.G.H. Partners, Ltd. the amount, if any, to which such dissenting partner is entitled under Florida Statutes § 620.205.

7.

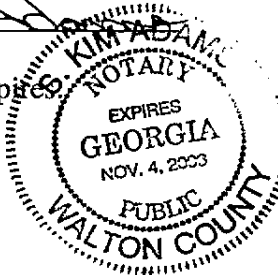
These Articles of Merger shall be effective on the date they are filed in the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned general partners of each domestic limited partnership and each other business entity that is a party to the merger have executed and delivered these Articles of Merger, effective as herein provided.

A.M.G.H. Partners, Ltd.

By: Ann Bauld Newton  
ANN BAULD NEWTON, General Partner

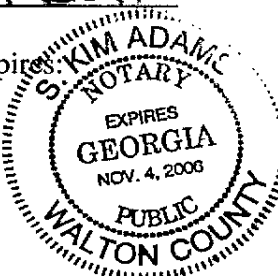
Signed, sealed, and delivered  
in my presence this 17th  
day of December, 2004.

S. Kim Adams  
Notary Public  
My commission expires Nov. 4, 2006  


A.M.G.H. Partners, LLLP

By: Ann Bauld Newton  
ANN BAULD NEWTON, General Partner

Signed, sealed, and delivered  
in my presence this 17th  
day of December, 2004.

S. Kim Adams  
Notary Public  
My commission expires Nov. 4, 2006  


## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into effective as of December 31, 2004, by and between A.M.G.H. Partners, Ltd., a Florida limited partnership, (the "Florida Partnership"), and A.M.G.H. Partners, LLLP, a Georgia limited liability limited partnership, (the "Georgia Partnership");

### W I T N E S S E T H; That:

WHEREAS, the Florida Partnership and the Georgia Partnership wish to merge to form a single entity, and the parties hereto wish to set forth herein the terms and conditions of said merger;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements contained herein, and for other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the parties hereto, intending to be legally bound, do hereby agree as follows:

1.

Pursuant to O.C.G.A. § 14-9-206.1 and Fla. Stat. Ann. § 620.201, the Florida Partnership and the Georgia Partnership, do hereby agree to merge, effective December 31, 2004.

2.

The Georgia Partnership, A.M.G.H. Partners, LLLP, is hereby designated to be the surviving entity resulting from the merger.

3.

The general partner of the surviving entity is ANN BAULD NEWTON, whose business address is 211 Peachtree Battle Avenue, Atlanta, Georgia 30305. ANN BAULD NEWTON does hereby give her written consent to become the general partner of the surviving partnership.

4.

The respective interests of the partners in the surviving partnership shall be as set forth in the partnership agreement for the Georgia Partnership. Each Partner of the Florida Partnership shall

own an interest in the capital and profits of the surviving partnership and shall be entitled to receive assets of the surviving partnership on termination in the same percentages and according to the same terms and provisions as set forth in said partnership agreement.

5.

The parties hereto agree to execute and deliver such other or further documents as may be necessary or desirable to effectuate fully the terms of this Agreement.

6.

This Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

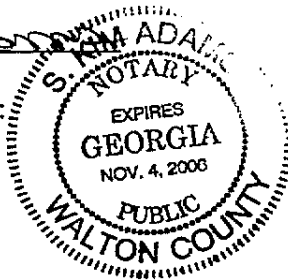
IN WITNESS WHEREOF, the undersigned have caused this Agreement to be executed by their duly authorized General Partners, effective as hereinabove provided.

A.M.G.H. PARTNERS, LTD.

By: Ann Bauld Newton  
ANN BAULD NEWTON, General Partner

Signed, sealed, and delivered  
in my presence this 17th  
day of December, 2004.

S. Kim Adams  
Notary Public  
My commission expires:



A.M.G.H. PARTNERS, LLLP

By: Ann Bauld Newton  
ANN BAULD NEWTON, General Partner

Signed, sealed, and delivered  
in my presence this 17th  
day of December, 2004.

S. Kim Adams  
Notary Public  
My commission expires:

