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Division of Corporations

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**A030000000571**

Florida Department of State  
Division of Corporations  
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## Electronic Filing Cover Sheet

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## To:

Division of Corporations  
Fax Number : (850) 205-0380

## From:

Account Name : WHWW, INC.  
Account Number : I20060000124  
Phone : (407) 246-6584  
Fax Number : (407) 645-3728

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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

Lee Chira Holdings, Ltd

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$389.00

237.50

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Lee Chira Holdings, Ltd  
(Name of Surviving Party)

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

Please return all correspondence concerning this matter to:

Lance Ragland

(Contact Person)

Winderweede, Haines, Ward & Woodman, P.A.

(Firm/Company)

P.O. Box 880

(Address)

Winter Park, FL 32790-0880

(City, State and Zip Code)

For further information concerning this matter, please call:

Lance A. Ragland, Esq.

(Name of Contact Person)

at ( 407 ) 246-6576

(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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**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.

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**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>
<u>J.W. LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u> #L03000028124
<u>W &amp; G LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u> #LD3000028123
<u>POG LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u> #L03000028125
<u>Hiawassee Investments, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u> #L04000050354
<u>WMA, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u> #L03000029950
<u>Avalon II, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u> #L04000009874

**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>
<u>Lee Chira Holdings, Ltd.</u>	<u>Florida</u>	<u>Limited Partnership</u> #A03000000571

**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.

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**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:

N/A

**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:

N/A

**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: N/A

Mailing address: N/A

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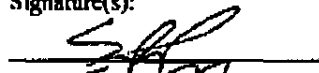
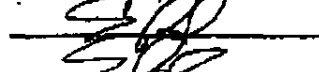
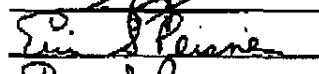
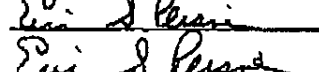
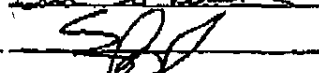
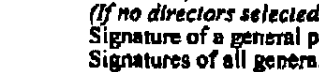
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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595,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

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

Typed or Printed  
Name of Individual:J.W. LLCSteven G. Kropp, Auth. Rep.W & G LLCSteven G. Kropp, Auth. Rep.POG LLCSteven G. Kropp, Auth. Rep.Hiawasse Investments, LLCEric Peisner, Auth. Rep.WMA LLCEric Peisner, Auth. Rep.Avalon II LLCEric Peisner, Auth. Rep.Lee Chira Holdings, Ltd.Steven G. Kropp, Auth. Rep.**Corporations:**

Chairman, Vice Chairman, President or Officer  
(If no directors selected, signature of incorporator.)  
Signature of a general partner or authorized person  
Signatures of all general partners  
Signature of a general partner  
Signature of a member or authorized representative

**General Partnerships:****Florida Limited Partnerships:****Non-Florida Limited Partnerships:****Limited Liability Companies:**

<b>Fees:</b>	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

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**PLAN OF MERGER****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>
<u>J.W. LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>W&amp;G LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>POG LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>Hiwassee Investments, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>WMA, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>Avalon II LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>

**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>
<u>Lee China Holdings, Ltd.</u>	<u>Florida</u>	<u>Limited Partnership</u>

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

The merging limited liability companies will be merged into the surviving  
limited partnership, and the merger will be effective on the date which the  
Certificate of Merger is filed with, and accepted by, the Florida Department of State.

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**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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

All ownership interests of the merging entities as of the date of the merger shall be  
canceled and shall be of no further force and effect. The current ownership structure  
of the surviving limited partnership shall not change and shall continue to be the  
ownership structure of the surviving entity.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A

(Attach additional sheet if necessary)

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**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

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**SIXTH:** Other provisions, if any, relating to the merger are as follows:

N/A

(Attach additional sheet if necessary)