

A03 0000000942

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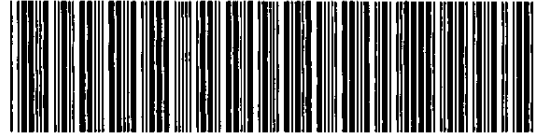
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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T. CLINE  
JUL 11 2012  
EXAMINER



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 9, 2012

REBECCA BARNES  
MENDENFREIMAN LLP  
TWO RAVINIA DRIVE, SUITE 1200  
ATLANTA, GA 30346

SUBJECT: WHITE SANDS II FAMILY LIMITED PARTNERSHIP  
Ref. Number: A03000000942

We have received your document for WHITE SANDS II FAMILY LIMITED PARTNERSHIP and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must be attached/included.

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) 245-6051.

Tammi Cline  
Regulatory Specialist II

Letter Number: 812A0001833

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TALLAHASSEE, FLORIDA

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# MENDENFREIMAN<sub>LLP</sub>

YOUR FUTURE IS HERE<sup>®</sup>

TWO RAVINIA DRIVE, SUITE 1200, ATLANTA, GA 30346

PHONE: (770) 379-1450 FAX: (770) 379-1455

WWW.MENDENFREIMAN.COM

Rebecca J. Barnes

(770) 559-5531

RBARNES@MENDENFREIMAN.COM

July 5, 2012

VIA FEDERAL EXPRESS

Florida Department of State  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**Re: Merger of White Sands II Family Limited Partnership, a Florida limited partnership, into White Sands Holdings II, LLC, a Georgia limited liability company (Our File No. 3404.02)**

Dear Sir or Madam:

Enclosed please find an original and one photocopy of the Certificate of Merger for the above-referenced entities, together with our firm check made payable to the Florida Department of State in the amount of \$105.00, in payment of the filing fee therefor.

Please file the Certificate of Merger and return the conformed copy (a certified copy is not required), as well as any and all correspondence regarding this matter, to:

MENDENFREIMAN LLP  
Attn: Rebecca J. Barnes  
2 Ravinia Drive, Suite 1200  
Atlanta, GA 30346

If you have any questions or require additional information, please do not hesitate to contact me directly at (770) 559-5531 or [rbarnes@mendenfreiman.com](mailto:rbarnes@mendenfreiman.com). Thank you so much for your attention to this matter.

Very truly yours,

  
Rebecca J. Barnes  
Paralegal

Enclosures

2012 JUL -6 PM 1:09  
SECRETAR OF STATE  
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF MERGER  
FOR  
WHITE SANDS II FAMILY LIMITED PARTNERSHIP**

The following Certificate of Merger is submitted in accordance with s. 620.2108, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
AB3-942 White Sands II Family Limited Partnership	Florida	Limited Partnership

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
White Sands Holdings II, LLC	Georgia	Limited Liability Company

**THIRD:** An agreement and plan of merger has been duly authorized and approved by the requisite action by each of the parties.

**FOURTH:** The date the merger is effective under the governing laws of the surviving party shall be the later of (i) the date on which this Certificate of Merger is filed with the Florida Department of State, and (ii) the date on which the Articles of Merger are filed with the Secretary of State of Georgia.

**FIFTH:** The merger was approved by each party as required by its governing law.

**SIXTH:** The surviving party is a foreign organization not qualified to transact business in the State of Florida. The street address and mailing address of the office which the Florida Department of State may use for the purposes of s. 620.2109(2), F.S., is as follows:

902 Old Mountain Road  
Marietta, Georgia 30064

**SEVENTH:** The executed plan of merger is on file at the principal place of business of the survivor, which is located at 902 Old Mountain Road, Marietta, Georgia 30064. A copy of the plan of merger will be furnished by the survivor, on request and without cost, to any member of any constituent entity.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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[Signature Page to Certificate of Merger]

Executed this 30th day of June, 2012.

**MERGING ENTITY:**

**WHITE SANDS II FAMILY LIMITED  
PARTNERSHIP**

By: WHITE SANDS MANAGEMENT  
COMPANY LLC, its General Partner

By: W.M.P.  
Walter M. Prather, Member

**SURVIVING ENTITY:**

**WHITE SANDS HOLDINGS II, LLC,**  
a Georgia limited liability company

By: Matt P.  
Matt Prather, Manager

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TALLAHASSEE, FLORIDA

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