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Division of Corporations

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**MERGER OR SHARE EXCHANGE**

**STANLEY PARTNERS, LLLP**

Certificate of Status	0
Certified Copy	0
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**CERTIFICATE OF MERGER  
FOR FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned limited liability partnerships, pursuant to Section 620.2108 of the Florida Statutes, hereby execute the following Certificate of Merger and set forth:

**FIRST:** The name, jurisdiction of formation, and form/entity type of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction of Formation</u>	<u>Form/Entity Type</u>
Stanley Partners, LLLP	Virginia	Limited liability limited partnership
Stanley Partners, LLLP	Florida	Limited liability limited partnership

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

<u>Name</u>	<u>Jurisdiction of Formation</u>	<u>Form/Entity Type</u>
Stanley Partners, LLLP	Florida A07-1383	Limited liability limited partnership

**THIRD:** The effective date of the merger will be upon the filing of this Certificate of Merger with the Florida Department of State.

**FOURTH:** The merger was approved by each party as required by the governing law of its jurisdiction.

**FIFTH:** In accordance with the governing law of the non-surviving party, the Plan of Merger is attached hereto as Exhibit A.

**SIXTH:** Signatures for each party follow.

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**PLAN OF MERGER**  
merging  
**Stanley Partners, LLLP,**  
a Virginia Limited liability limited partnership  
into  
**Stanley Partners, LLLP,**  
a Florida limited liability limited partnership

THIS PLAN OF MERGER is made and entered into this 14 day of November, 2007 (this "Plan of Merger"), pursuant to section 620.2106 of the Florida Revised Uniform Limited Partnership Act of 2005 (the "Florida Act") and section 50-73.48:1 of the Virginia Revised Uniform Limited Partnership Act (the "Virginia Act"), by and between Stanley Partners, LLLP, a Florida limited liability limited partnership (the "Florida Partnership"), and Stanley Partners, LLLP, a Virginia limited liability limited partnership (the "Virginia Partnership"). The Florida Partnership and the Virginia Partnership are sometimes referred to collectively as the "Constituent Partnerships".

**RECITALS**

A. The Constituent Partnerships desire the Florida Partnership to acquire the properties and other assets, to assume the liabilities and obligations, and to carry on the business activities, of the Virginia Partnership by means of a merger of the Virginia Partnership with and into the Florida Partnership;

NOW, THEREFORE, pursuant to the applicable provisions of the Florida Act and the Virginia Act and in consideration of the premises, mutual covenants and agreements contained in this Plan of Merger, and for the purpose of setting forth the terms and conditions of the merger, the mode of carrying the merger into effect, the manner and basis of converting the interests in the Virginia Partnership into interests in the Florida Partnership, and such other provisions as are deemed necessary or desirable, the Constituent Partnerships, subject to the terms and conditions of this Plan of Merger, agree as follows:

**1. The Constituent Partnerships.**

(a) The Florida Partnership is a limited liability limited partnership organized and existing under the laws of Florida, having been formed on November 14, 2007.

(b) The Virginia Partnership is a limited liability limited partnership organized and existing under the laws of Virginia, having been formed on January 31, 2003.

**2. The Merger.**

(a) On the Effective Date (as defined below), the Virginia Partnership will merge with and into the Florida Partnership, and the Florida Partnership will be the surviving limited liability limited partnership (the "Surviving Partnership"), which will continue its existence with the same name and will be governed by the laws of Florida and will maintain its

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registered office in Florida.

(b) The merger will become effective on the date (the "Effective Date") that (a) the Certificate of Merger is accepted for filing with the Florida Department of State in accordance with the Florida Act and (b) the Articles of Merger is accepted for filing with the Virginia State Corporation Commission in accordance with the Virginia Act.

**3. Conversion of Partnership Interests.** The manner and basis of converting the partnership interests of the Virginia Partnership into partnership interests in the Florida Partnership are as follows:

(a) on the Effective Date, by virtue of the merger and without further action on the part of the holder of any partnership interest in the Florida Partnership, all of the interests in the Florida Partnership will continue to be interests in the Florida Partnership and thereafter, will represent 1% of the partnership interest in the Surviving Partnership; and

(b) on the Effective Date, by virtue of the merger and without further action on the part of the holder of any partnership interest in the Virginia Partnership, all of the partnership interests in the Virginia Partnership will be cancelled and automatically converted into partnership interests in the Florida Partnership in the same percentages as each holder held in the Virginia Partnership immediately before the Effective Date and thereafter, will represent 99% of the partnership interest in the Surviving Partnership.

**4. Terms and Conditions of the Merger.** The terms and conditions of the merger (in addition to those set forth elsewhere in this Plan of Merger) are as follows:

(a) On the Effective Date, the separate existence of the Virginia Partnership will cease and the Constituent Partnerships will be a single entity, which will be the Florida Partnership, the partnership designated as the Surviving Partnership.

(b) On the Effective Date, the Florida Partnership, as the Surviving Party, will continue in existence as the Florida Partnership in its same name, and without further transfer, succeed to and possess all of the rights, privileges, and powers of the Virginia Partnership, and all of the assets and property of whatever kind and character of the Virginia Partnership will vest in the Florida Partnership without further act or deed; thereafter, the Florida Partnership, as the Surviving Partnership, will be liable for all of the liabilities and obligations of the Virginia Partnership, and any claim or judgment against the Virginia Partnership may be enforced against the Florida Partnership, as the Surviving Partnership, in accordance with section 620.2109 of the Florida Act and section 50-73.48:4 of the Virginia Act.

(c) On the Effective Date, the Florida Partnership, as the Surviving Partnership, will continue to carry on the business activities being carried on by the Virginia Partnership immediately before the Effective Date.

(d) If at any time the Florida Partnership considers or is advised that any

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further assignment, conveyance, or assurance is necessary or advisable to vest, perfect, or confirm of record in the Surviving Partnership the title to any property or right of the Virginia Partnership, or otherwise to carry out the provisions of this Plan of Merger, the proper representatives of the Virginia Partnership as of the Effective Date will execute and deliver any and all proper deeds, assignments, and assurances and do all things necessary or proper to vest, perfect, or convey title to such property or right in the Surviving Partnership, and otherwise carry out the provisions of this Plan of Merger.

(e) The Certificate of Limited Partnership of the Florida Partnership in effect immediately before the Effective Date will be the Certificate of Limited Partnership of the Surviving Partnership unless and until amended in accordance with applicable law.

(f) The limited liability limited partnership agreement of the Florida Partnership (the "Partnership Agreement") in effect immediately before the Effective Date will be the Partnership Agreement of the Surviving Partnership unless and until amended in accordance with its terms and applicable law.

#### **5. Approvals by the Constituent Partnerships.**

(a) The terms and conditions and agreements set forth in this Plan of Merger were authorized, approved, and adopted by each of the Constituent Partnerships in the manner and by the vote required by applicable law.

(b) Section 620.2106 of the Florida Act and section 50-73.48:1 of the Virginia Act, authorize and permit the merger of a Virginia limited partnership with and into a Florida limited partnership.

(c) This Plan of Merger and the merger contemplated by it were approved and adopted by resolutions of the sole general partner of each of the Constituent Partnerships on November 14, 2007.

(d) This Plan of Merger and the merger contemplated by it were unanimously approved and adopted by the limited partners of each of the Constituent Partnerships on November 14, 2007.

#### **6. Amendment; Termination.**

(a) Subject to applicable law, this Plan of Merger may be amended or supplemented by written agreement of the parties to this Plan of Merger at any time before the Effective Date.

(b) Subject to applicable law, this Plan of Merger may be abandoned or terminated in such manner as the parties may agree in writing at any time before the Effective Date.

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IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be executed by their respective authorized representatives as of the day and year first written above.

**FLORIDA PARTNERSHIP**

STANLEY PARTNERS, LLLP, a Florida  
limited liability limited partnership

By: STANLEY PARTNERS, INC.,  
a Florida corporation, its General Partner

By: Thomas B. Stanley, III, President  
Thomas B. Stanley, III, President

**VIRGINIA PARTNERSHIP**

STANLEY PARTNERS, LLLP, a Virginia  
limited liability limited partnership

By: STANLEY HOLDINGS, INC.,  
a Virginia corporation, its General Partner

By: Thomas B. Stanley, III, President  
Thomas B. Stanley, III, President

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