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**ADAM R. PEASE\***  
**APRIL H. HOCUTT\***  
**LAUREN K. DIMITRI**

**\*\*ALSO ADMITTED IN VIRGINIA  
AND THE DISTRICT OF COLUMBIA**

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**J. EDWARD SPROUSE**  
**WILLIAM L. TUCKER**  
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**DAVID A. BUEHLER**  
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**JAMES C. CLARK, JR.**

**\*ALSO ADMITTED IN ALABAMA**

**December 23, 2008**

**VIA FEDERAL EXPRESS**

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

**Re Certificate of Merger**  
**SKY VALLEY INVESTMENTS, LP**  
**a Georgia Limited Partnership**

**SKY VALLEY INVESTMENTS**  
**FLORIDA, LP**  
**a Florida Limited Partnership**

**Dear Sir/Madam:**

**Please find enclosed the following documents for filing in your office:**

- 1. Original and one copy of Merger Transmittal Letter**
- 2. Original and one copy of the Certificate of Merger; and**
- 3. A check in the amount of \$157.50 for the required filing fees of \$52.50 per partnership and \$52.50 for one certified copy of the Certificate of Merger.**

**Upon filing, please return the certified Certificate to us in the enclosed Federal Express envelope. Thank you very much for your assistance in this matter. Should you have any questions or concerns regarding the enclosed, please call at your earliest convenience.**

**Sincerely,**  
**PAGE, SCRANTOM, SPROUSE,**  
**TUCKER & FORD, P.C.**

**By**

  
**Cecil M. Cheves**

**ARP/ash**  
**Enclosures**

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Sky Valley Investments Florida, LP

(Name of Surviving Party)

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

Please return all correspondence concerning this matter to:

Cecil Cheves

(Contact Person)

Page, Scrantom, Sprouse, Tucker & Ford, PC

(Firm/Company)

1111 Bay Avenue, 3rd Floor

(Address)

Columbus, GA 31901

(City, State and Zip Code)

For further information concerning this matter, please call:

Cecil Cheves

(Name of Contact Person)

at ( 706 ) 243-4079

(Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$52.50

**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

SKY VALLEY INVESTMENTS FLORIDA, L.P.

and

SKY VALLEY INVESTMENTS, L.P.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

08 DEC 29 PM 2: 12

### CERTIFICATE OF MERGER

The undersigned, SKY VALLEY INVESTMENTS FLORIDA, L.P., a Florida limited partnership (the "Sky Valley Florida") and SKY VALLEY INVESTMENTS, L.P., a Georgia limited partnership ("Sky Valley Georgia"), hereby make, acknowledge, and file this Certificate of Merger pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act of 2005 (Fla. Stat. § 620.2101 *et. seq.*) effective as of 11:59 p.m., E.S.T., December 31, 2008.

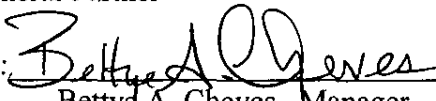
1. Name and Form of Constituent Organizations. Sky Valley Florida is a Florida limited partnership organized and validly existing under the laws of the state of Florida and its corporate name is SKY VALLEY INVESTMENTS FLORIDA, L.P. Sky Valley Georgia is a limited partnership organized and validly existing under the laws of the state of Georgia and its corporate name is SKY VALLEY INVESTMENTS, L.P.
2. Surviving Organization. Subsequent to the merger of Sky Valley Florida and Sky Valley Georgia, Sky Valley Florida shall be the surviving organization.
3. Effective Date of Merger. The merger of Sky Valley Florida and Sky Valley Georgia shall be effective as of 11:59 p.m., E.S.T., December 31, 2008.
4. Approval of Merger. The undersigned General Partners of Sky Valley Florida and Sky Valley Georgia each believe the merger of the limited partnerships is in the best interests of each limited partnership and have approved such merger in accordance with each limited partnership's governing law.

[SIGNATURE PAGE FOLLOWS]

In witness whereof, the General Partners of the constituent limited partnerships to the above referenced merger have hereunder set their hands effective as of the 21st day of December, 2008.

SKY VALLEY INVESTMENTS FLORIDA, L.P.

By: WLA, SR. FLORIDA, LLC, its  
General Partner

By:   
Bettye A. Cheves., Manager

SKY VALLEY INVESTMENTS, L.P

By: WLA, SR. INVESTMENTS, LLC, its  
General Partner

By:   
Bettye A. Cheves, Manager

## **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER, made and entered into this 21st day of December, 2008 between Sky Valley Investments, LP, a Georgia limited partnership ("Sky Valley Georgia"), and Sky Valley Investments Florida, LP, a Florida limited partnership ("Sky Valley Florida");

### **WITNESSETH**

WHEREAS, Sky Valley Florida is a limited partnership organized and validly existing under the laws of the state of Florida, with its designated office at 8152 Residence Court, Amelia Island, Florida 32034;

WHEREAS, Sky Valley Georgia is a limited partnership organized and validly existing under the laws of the state of Georgia, with its principal place of business at 1111 Bay Avenue, 3<sup>rd</sup> Floor, Columbus, Georgia 31901;

WHEREAS, the general partners of Sky Valley Georgia and Sky Valley Florida are W&O Investments, LLC, a Georgia limited liability company and W&O Investments, Florida, LLC, a Florida limited liability company, respectively, and said general partners deem it advisable and for the benefit of each of said limited partnership and in furtherance of their respective purposes, that Sky Valley Georgia merge with and into Sky Valley Florida, and Sky Valley Florida to be the surviving limited partnership of the merger with its designated office at 8152 Residence Court, Amelia Island, Florida 32034;

NOW, THEREFORE, for and in consideration of the assets and of the mutual agreements, promises and covenants hereinafter contained, it is hereby agreed by and between Sky Valley Georgia and Sky Valley Florida, subject to the unanimous approval of this Agreement by the partners of Sky Valley Georgia and the unanimous approval of this Agreement by the partners of Sky Valley Florida, that Sky Valley Georgia be merged with and into Sky Valley Florida, the existence of which shall be continued under the name of "SKY VALLEY INVESTMENTS FLORIDA, LP", and thereafter the individual existence of Sky Valley Georgia shall cease. The terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect are and shall be as follows:

1.

Pursuant to this Agreement and Plan of Merger and effective 11:59 p.m., E.S.T., December 31, 2008, Sky Valley Georgia shall be merged with and into Sky Valley Florida and Sky Valley Florida shall continue in existence and the merger shall in all respects have the effects provided for in Fla. Stat. §620.2106.

2.

All acts and things required to be done by the Florida Revised Uniform Limited Partnership Act shall be attended to and done by the proper partners of Sky Valley Georgia and Sky Valley Florida.

3.

The surviving business entity will be Sky Valley Florida, a Florida limited partnership, with its designated office at 8152 Residence Court, Amelia Island, Florida 32034.

4.

From and after the filing of the Plan of Merger, the Certificate of Limited Partnership of Sky Valley Florida, as in effect at such date, shall be the Certificate of Limited Partnership of the surviving business entity and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

5.

Under the terms of the merger, each interest of the general partner and limited partners of Sky Valley Georgia shall be exchanged for and become the same interest of general and limited partnership of Sky Valley Florida. Therefore, subsequent to said merger, the partnership interests in Sky Valley Florida shall be as follows:

WLA, SR. Florida, LLC	General Partner	1.0000000000%
William L. Amos, Jr.	Limited Partner	3.3990266428%
Bettye A. Cheves	Limited Partner	3.3990266428%
Ashley A. Copelan	Limited Partner	2.5374600424%
William L. Amos, III	Limited Partner	2.5374600424%
Avery C. Wolff	Limited Partner	2.5374600424%
Olivia C. Blanchard	Limited Partner	2.5374600424%
Elizabeth C. Meeks	Limited Partner	8.3879600423%
Estate of Olivia D. Amos	Limited Partner	<u>73.6641465024%</u>
	TOTAL	100.000000000%

6.

As of 11:59 p.m., E.S.T., December 31, 2008, the separate existence of Sky Valley Georgia shall cease. In accordance with the terms of this Agreement and Plan of Merger, Sky Valley Florida shall possess all the rights, privileges, immunities and franchises, of a public as well as of a private nature, of Sky Valley Georgia and of Sky Valley Florida. All property, real, personal and mixed, and all debts due on whatever account, and all and every other interest of or belonging to or due to Sky Valley Georgia shall be taken and deemed to be transferred to and vested in Sky Valley Florida without further act or deed. All property, rights and privileges, powers and franchises and all and every other interest shall be thereafter the property of Sky Valley Florida as effectually as they were of Sky Valley Georgia. The title to any real estate, whether by deed or otherwise, vested in either Sky Valley Georgia or Sky Valley Florida, shall not revert or be in any way impaired by reason of the merger. Sky Valley Florida shall thenceforth be responsible and liable for all the liabilities and obligations of Sky Valley Georgia. Any claim existing or action or proceeding pending may be prosecuted as if the merger had not taken place, or Sky Valley Florida may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of Sky Valley Georgia or Sky Valley Florida shall be impaired by the merger.

7.

Anything herein to the contrary notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned at any time prior to the filing of the Articles of Merger in accordance with Fla. Stat. §620.2106.

[SIGNATURE PAGE FOLLOWS]



IN WITNESS WHEREOF, SKY VALLEY INVESTMENTS, LP and SKY VALLEY INVESTMENTS FLORIDA, LP have each caused this Agreement and Plan of Merger to be executed by their duly authorized General Partners this 21st day of December, 2008.

SKY VALLEY INVESTMENTS FLORIDA, LP,  
a Florida limited partnership

By: WLA, Sr. Florida, LLC

By: Bettye A. Cheves  
Bettye A. Cheves., Manager

SKY VALLEY INVESTMENTS, LP  
a Georgia limited partnership

By: W&O Investments, LLC

By: Bettye A. Cheves  
Bettye A. Cheves, Manager

By: William L. Amos, Jr.  
William L. Amos, Jr., Manager