

Nov. 6. 2009 12:20 PM

Barnett Bolt

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MERGER OR SHARE EXCHANGE

Joe Saunders Family Limited Partnership A, L.L.L.P.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$105.00

A. LUNT

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EXAMINER

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CERTIFICATE OF MERGER

Pursuant to the provisions of Section 620.2108 of the Florida Statutes, the undersigned limited partnerships hereby deliver the following Certificate of Merger for the purposes of merging JOE SAUNDERS FAMILY LIMITED PARTNERSHIP A, L.P., a Virginia limited partnership ("JS-VA"), into JOE SAUNDERS FAMILY LIMITED PARTNERSHIP A, L.L.L.P., a Florida limited liability limited partnership ("JS-FL"). JS-FL is sometimes referred to herein as the "Surviving Organization."

1. A copy of the Plan of Merger adopted by the constituent organizations (the "Plan") is attached hereto as Exhibit A.

2. The name, jurisdiction of organization and form of entity of each party to the Merger are:

Joe Saunders Family Limited Partnership A, L.P., a Virginia limited partnership	Joe Saunders Family Limited Partnership A, L.L.L.P., a Florida limited liability limited partnership
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3. The name, jurisdiction of organization and form of entity that will survive the Merger are:

Joe Saunders Family Limited Partnership A, L.L.L.P.,
a Florida limited liability limited partnership

4. The Plan was approved by JS-FL in accordance with the applicable provisions of the Florida Revised Uniform Limited Partnership Act.
5. Joe Saunders Family Management Company, LLC a Florida limited liability company and the sole general partner of JS-FL, consented in writing to be the general partner of the Surviving Organization pursuant to Section 620.1401 of the Florida Statutes.
6. The Plan was approved by JS-VA in accordance with the applicable provisions of the Virginia Revised Uniform Limited Partnership Act.
7. The merger shall be effective, with respect to JS-FL, upon the filing of these Articles of Merger.

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JS-VA:

JOE SAUNDERS FAMILY LIMITED PARTNERSHIP A, L.P.
a Virginia limited partnership

By: Joe L. Saunders 10/26/09
Joe L. Saunders, its general partner Date

By: J. Lee Saunders 10/26/09
J. Lee Saunders, its general partner Date

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TALLAHASSEE, FLORIDA

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JS-FL:

JOE SAUNDERS FAMILY LIMITED PARTNERSHIP A,
L.L.L.P., a Florida limited liability limited partnership

By: JOE SAUNDERS FAMILY MANAGEMENT
COMPANY, LLC, a Florida limited liability
company, its sole general partner

By: Joe L. Saunders 10/26/09
Joe L. Saunders, Member Date

By: J. Lee Saunders 10/26/09
J. Lee Saunders, Member Date

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PLAN OF MERGER

This PLAN OF MERGER (this "Plan") is hereby adopted by JOE SAUNDERS FAMILY LIMITED PARTNERSHIP A, L.P., a Virginia limited partnership ("JS-VA"), and JOE SAUNDERS FAMILY LIMITED PARTNERSHIP A, L.L.L.P., a Florida limited liability limited partnership ("JS-FL"), for the purpose of merging JS-VA with and into JS-FL pursuant to Section 50-73.48:1 of the Virginia Revised Uniform Limited Partnership Act ("VRA") and Section 620.2106 of the Florida Statutes ("FS"). JS-FL is sometimes referred to herein as the "Surviving Organization".

1. Terms and Conditions of the Merger. At the Effective Time (as defined herein), JS-VA will be merged with and into JS-FL pursuant to and in accordance with the provisions of VRA § 50-73.48:1 and FS § 620.2106, in a transaction intended to qualify as an "assets over" form of merger for Federal income tax purposes, with JS-VA being treated as the "continuing" partnership, as those terms are defined in IRS Treasury Regulation 26 CFR § 1.708-1(c) (the "Merger").
2. Parties to the Merger. The name, address, jurisdiction of organization and form of entity of each party to the Merger are:

Joe Saunders Family Limited Partnership
A, L.P., a Virginia limited partnership
Route 3, Box 570
Independence, Virginia 24348

Joe Saunders Family Limited Partnership
A, L.L.L.P., a Florida limited liability
limited partnership
1298 Lake Deeson Pointe
Lakeland, Florida 33805

3. Surviving Entity. The name, jurisdiction of organization and form of entity that will survive the Merger are:

Joe Saunders Family Limited Partnership A, L.L.L.P.,
a Florida limited liability limited partnership

4. Treatment of Partnership Interests. Each partnership interest of JS-FL issued and outstanding immediately prior to the Effective Time will be unaffected by the Merger and will remain issued and outstanding following the Merger. Each partnership interest of JS-VA issued and outstanding immediately prior to the Effective Time will, by virtue of the Merger and without any action on behalf of any party to this Plan, be cancelled.

5. General Partner. The name and business address of the general partner of the Surviving Organization are:

Joe Saunders Family Management Company, LLC
1298 Lake Deeson Pointe
Lakeland, Florida 33805

6. Certificate of Limited Partnership. The Certificate of Limited Partnership of JS-FL, as in effect immediately prior to the Effective Time, shall be the Certificate of Limited Partnership of Surviving Organization until amended.

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7. Partnership Agreement. The Partnership Agreement of JS-VA, in effect immediately prior to the Effective Time, shall be the Partnership Agreement of the Surviving Organization, provided, however, all references to Virginia in the Partnership Agreement shall be deemed to refer to Florida.
8. Abandonment of Merger. The parties to this Plan may abandon the Merger at any time prior to the Effective Time.
9. Effective Time. The Merger shall be effective upon the filing of the Articles and Certificate of Merger (the "Effective Time").

IN WITNESS WHEREOF, the parties have adopted this PLAN OF MERGER on the dates indicated below.

JS-VA:

JOE SAUNDERS FAMILY LIMITED PARTNERSHIP A, L.P.,
a Virginia limited partnership

By: Joe L. Saunders 10/26/09
Joe L. Saunders, its general partner Date

By: J. Lee Saunders 10/26/09
J. Lee Saunders, its general partner Date

JS-FL:

JOE SAUNDERS FAMILY LIMITED PARTNERSHIP A,
L.L.L.P., a Florida limited liability limited partnership

By: JOE SAUNDERS FAMILY MANAGEMENT
COMPANY, LLC, a Florida limited liability
company, its sole general partner

By: Joe L. Saunders 10/26/09
Joe L. Saunders, Member Date

By: J. Lee Saunders 10/26/09
J. Lee Saunders, Member Date

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