

Nov. 6. 2009 12:22PM

Barnett Bolt

No. 2706 P. 1/6

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Florida Department of State
Division of Corporations
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L. SELLERS

To:

Division of Corporations
Fax Number : (850) 617-6380

NOV - 9 2009

EXAMINER

From:

Account Name : BARNETT, BOLT, KIRKWOOD, LONG & MCBRIDE
Account Number : 072731001155
Phone : (813) 253-2020
Fax Number : (813) 251-6711

MERGER OR SHARE EXCHANGE

L.S. Saunders Family Limited Partnership, L.L.L.P.

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

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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 L.S. FAMILY LIMITED PARTNERSHIP, L.P., a Virginia limited partnership ("L.S.-VA"), into L.S. SAUNDERS FAMILY LIMITED PARTNERSHIP, L.L.L.P., a Florida limited liability limited partnership ("L.S.-FL"). L.S.-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:

L.S. Family Limited Partnership, L.P., a Virginia limited partnership	L.S. Saunders Family Limited Partnership, 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:

L.S. Saunders Family Limited Partnership, L.L.L.P.,
a Florida limited liability limited partnership
4. The Plan was approved by L.S.-FL in accordance with the applicable provisions of the Florida Revised Uniform Limited Partnership Act.
5. L.S. Family Management Company, LLC a Florida limited liability company and the sole general partner of L.S.-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 L.S.-VA in accordance with the applicable provisions of the Virginia Revised Uniform Limited Partnership Act.
7. The merger shall be effective, with respect to L.S.-FL, upon the filing of these Articles of Merger.

[signatures begin on the following page]

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Barnett, Bolt

No. 2706 P. 3/6

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L.S.-VA:

L.S. FAMILY LIMITED PARTNERSHIP, L.P.,
a Virginia limited partnership

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

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

By: [Signature] 10/26/09
Richard Angus Saunders,
its general partner Date

L.S.-FL:

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

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

By: [Signature] 10/26/09
Richard Angus Saunders, Member Date

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PLAN OF MERGER

This PLAN OF MERGER (this "Plan") is hereby adopted by L.S. FAMILY LIMITED PARTNERSHIP, L.P., a Virginia limited partnership ("L.S.-VA"), and L.S. SAUNDERS FAMILY LIMITED PARTNERSHIP, L.L.L.P., a Florida limited liability limited partnership ("L.S.-FL"), for the purpose of merging L.S.-VA with and into L.S.-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"). L.S.-FL is sometimes referred to herein as the "Surviving Organization".

1. Terms and Conditions of the Merger. At the Effective Time (as defined herein), L.S.-VA will be merged with and into L.S.-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 L.S.-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:

L.S. Family Limited Partnership, L.P., a
Virginia limited partnership
5529 US 98 North, #15,
Lakeland, Florida 33809

L.S. Saunders Family Limited
Partnership, L.L.L.P., a Florida limited
liability limited partnership
5529 US 98 North, #15,
Lakeland, Florida 33809

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

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

4. Treatment of Partnership Interests. Each partnership interest of L.S.-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 L.S.-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:

L.S. Family Management Company, LLC
1298 Lake Deeson Pointe,
Lakeland, Florida 33805

6. Certificate of Limited Partnership. The Certificate of Limited Partnership of L.S.-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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EXHIBIT A

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7. Partnership Agreement. The Partnership Agreement of L.S.-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, and all references to the Partnership's name shall be changed to and mean "L.S. SAUNDERS FAMILY LIMITED PARTNERSHIP, L.L.L.P".
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.

L.S.-VA:

L.S. FAMILY LIMITED PARTNERSHIP, L.P.,
a Virginia limited partnership

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

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

By: [Signature] 10/26/09
Richard Angus Saunders,
its general partner Date

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L.S.-FL:

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

By: L.S. 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

By: Richard Angus Saunders 10/26/09
Richard Angus Saunders, Member Date

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