# A11000000979

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J. BRYAN
AUG 1 5 2012

**EXAMINER** 



ATTORNITY AT LAW AN UNCOMMON PRACTICE

July 31, 2012

Florida Department of State Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: Certificate of Merger

Vann Herring Family Partnership, L.P.

Dear Sir or Madam:

Enclosed please find the following documents to be filed:

- 1. Cover Letter;
- 2. Original Certificate of Merger; and
- 3. Our firm's check in the amount of \$102.50 for filing and one certified copy.

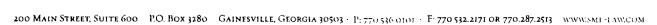
Please record and return the certified copy in the enclosed self-addressed envelope. If you have any questions, please feel free to give me a call.

Thank you for your assistance.

Very truly yours

L. Alyson Graham

LAG/wh enclosures



# **COVER LETTER**

Tallahassee, FL 32301

TO: Registration Section	
Division of Corporations	
SUBJECT: Vann Herring Family Part	pershin I D
Name of Survivin	Darty
rante of Sulvivin	g raity
The enclosed Certificate of Merger and fee(s) are	submitted for filing.
Please return all correspondence concerning this	nership, L.P. g Party submitted for filing. matter to:
L. Alyson Graham	
Contact Person	Sign of
Stewart, Melvin & Frost LLP	
Firm/Company	<u></u>
• •	
P.O. Box 3280	
Address	
Gainesville, GA 30503 City, State and Zip Code	
agraham@smf_law.com E-mail address: (to be used for future annual report no	otification)
For further information concerning this matter, pl	ease call:
	****
L. Alyson Graham at (	770 ) 536-0101
Name of Contact Person A	rea Code and Daytime Telephone Number
Certified copy (optional) \$52.50	
STREET ADDRESS:	MAILING ADDRESS:
Registration Section	Registration Section
Division of Corporations	Division of Corporations
Clifton Building	P. O. Box 6327
2661 Executive Center Circle	Tallahassee, FL 32314



August 6, 2012

L. ALYSON GRAHAM STEWART, MELVIN & FROST LLP P.O. BOX 3280 GAINESVILLE, GA 30503

SUBJECT: VANN HERRING FAMILY PARTNERSHIP, L.P.

Ref. Number: A11000000979

We have received your document for VANN HERRING FAMILY PARTNERSHIP, L.P. and your check(s) totaling \$102.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a balance due of \$55.00.

You say in #1 of the certificate of merger the attached Plan of Merger, but you didn't include the plan of merger

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.

Joey Bryan Regulatory Specialist II ument, please ca

Letter Number: 512A00020375





AN UNCOMMON PRACTICE

August 10, 2012

TO THE REST OF THE PARTY OF THE

Florida Department of State Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: Certificate of Merger

Vann Herring Family Partnership, L.P.

Dear Mr. Bryan:

Enclosed please find the following additional document to be filed per your letter dated August 6, 2012:

- 1. Original Plan of Merger;
- 2. Copy of your letter dated August 6, 2012; and
- 3. Our firm's check in the additional amount of \$55,00.

Previously we have provided the original Certificate of Merger, check for \$102.50 and an envelope to return to us a certified copy of all documents.

If you have any questions, please feel free to give me a call.

Thank you for your assistance.

Very truly yours

L. Alyson Graham

LAG/wh enclosures

### CERTIFICATE OF MERGER

PURSUANT TO THE PROVISIONS of Section 620.2108, *Florida Statutes*, this Certificate of Merger is entered into and adopted by and between VANN HERRING FAMILY PARTNERSHIP, L.P., a Florida limited partnership (Florida document number A11000000979) (hereinafter "FLORIDA"), and HERRING FAMILY PARTNERSHIP, L.P., a Georgia limited partnership (Georgia control number 0438104) (hereinafter "GEORGIA"), for the purpose of merging them into one of such entities.

- 1. FLORIDA and GEORGIA have adopted the attached Plan of Merger.
- 2. After the merger, the name of the surviving entity is VANN HERRING FAMILY PARTNERSHIP, L.P., and the surviving entity is a Florida limited partnership.
- 3. The Plan of Merger was adopted by FLORIDA and GEORGIA pursuant to Section 620,2107, Florida Statutes, and the applicable laws of the State of Georgia.
- 4. The Plan of Merger was adopted on the 9th day of July , 2012, by action of the general and limited partners of FLORIDA.
- 5. The Plan of Merger was adopted on the 9th day of July , 2012, by action of the general and limited partners of GEORGIA.
- 6. The Plan of Merger is effective for accounting purposes on January 1, 2012. For all other purposes, the Plan of Merger is effective as of the date this Certificate of Merger is filed with the Florida Department of State.

[SIGNATURES FOLLOW ON NEXT PAGE]



Dated on the dates set forth below.

a Florida limited partnership		
Ву:	Its General Partners:	1 (11/1)
	Vann Herring Enterprises, Inc., a Florida corporation	
Ву:	Vann M. Herring, President	
	July 9	<i>F</i> '
By:	MCKIBBON HOTEL GROUP, INC.  a Georgia corporation  David Hughs, President  July 9	2012
a Geo	RING FAMILY PARTNERSHIP, L.P., orgia limited partnership Its General Partner:	,
Ву:	Vann Herring Enterprises, Inc., a Georgia corporation	
Ву:	Vann M. Herring, President	<u>,                                      </u>
Date:	July 9,	2012 0 PR 15 65
	TALLAHASSEE, P	TI SON WAR

A1005922.DOC

### **PLAN OF MERGER**

THIS IS A PLAN OF MERGER entered into by and between VANN HERRING FAMILY PARTNERSHIP, L.P., a Florida limited partnership, and HERRING FAMILY PARTNERSHIP, L.P., a Georgia limited partnership.

## STIPULATIONS:

A. VANN HERRING FAMILY PARTNERSHIP, L.P. (hereinafter "FLORIDA") is a limited partnership organized and existing under the laws of the State of Florida (Florida document number A11000000979). The partners of FLORIDA are as follows:

General Partners:

Vann Herring Enterprises, Inc.,

a Florida corporation

McKibbon Hotel Group, Inc.,

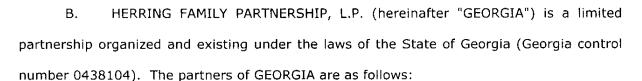
a Georgia corporation

Limited Partner:

Vann M. Herring

Jeffery V. Herring

Brooke Herring Cobb



General Partners:

Vann Herring Enterprises, Inc.,

a Georgia corporation

Limited Partner:

Vann M. Herring

C. The partners of FLORIDA and GEORGIA deem it desirable and in the mutual best interests of each that GEORGIA be merged into FLORIDA pursuant to the provisions of Sections 620.2106, et seq., *Florida Statutes*, with FLORIDA being the surviving entity.

IN CONSIDERATION OF THE MUTUAL COVENANTS AND SUBJECT TO THE TERMS AND CONDITIONS HEREINAFTER SET FORTH, FLORIDA AND GEORGIA AGREE AS FOLLOWS:

Section 1. Merger. GEORGIA shall merge with and into FLORIDA, and FLORIDA shall be the surviving entity.

Section 2. <u>Terms and Conditions</u>. On the effective date of the merger, the separate existence of GEORGIA shall cease, and FLORIDA shall succeed to all of the rights, privileges, immunities, franchises, and all of the property, real, personal, and mixed of GEORGIA without the necessity for any separate transfer. FLORIDA shall thereafter be responsible for all of the liabilities and obligations of GEORGIA, and neither the rights of creditors nor any liens on the property of GEORGIA shall be impaired by the merger.

Section 3. <u>Conversion of Interests in GEORGIA to Interests in FLORIDA.</u> Since the partnership interests issued as a result of the merger have already been accounted for among the parties as of January 1, 2012, there shall be no additional change to the existing partnership ownership of the surviving limited partnership as a result of the merger. After the merger, the partners in the surviving limited partnership will continue to be as follows:

General Partners:

Vann Herring Enterprises, Inc.,

a Florida corporation

McKibbon Hotel Group, Inc.,

a Georgia corporation

Limited Partner:

Vann M. Herring

Jeffery V. Herring

Brooke Herring Cobb

Section 4. <u>Changes in Limited Partnership Agreement of Surviving Limited Partnership.</u> The current Limited Partnership Agreement of FLORIDA, the surviving limited partnership, shall continue to be its Limited Partnership Agreement following the merger unless and until revised in accordance with the Limited Partnership Agreement of FLORIDA.

Section 5. <u>Changes in Certificate of Limited Partnership of Surviving Limited Partnership.</u> The current Certificate of Limited Partnership of FLORIDA, the surviving limited partnership, of record with the Florida Department of State, shall continue to be its Certificate of Limited Partnership following the merger unless and until revised in accordance with the Limited Partnership Agreement of FLORIDA.

Section 6. <u>Effective Date of Merger</u>. The effective date of this merger for *accounting* purposes shall be January 1, 2012. For all other purposes, the effective date of this merger shall be the date the Certificate of Merger is filed with the Florida Department of State pursuant to §620.2108, *Florida Statutes*.

[SIGNATURES FOLLOW ON NEXT PAGE]

FILED THE STATE OF THE PARTY OF

Dated on the dates set forth below.

VANN HERRING FAMILY PARTNERSHIP, L.P., a Florida limited partnership			
Ву:	Its General Partners:		
	Vann Herring Enterprises, Inc., a Florida corporation		
Ву:	Vann M. Herring, President		
Date:			
	MCKIBBON HOTEL GROUP, INC., a Georgia corporation		
Ву:	David Hughs, President		
Date:	` "		
	ING FAMILY PARTNERSHIP, L.P., rgia limited partnership		
Ву:	Its General Partner:		
	Vann Herring Enterprises, Inc., a <del>Georgia</del> corporation		
Ву:	Vann M. Herring, President		
Date:			
	TEOPRIS 6		

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