

A11000000979

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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08/15/12--01004--025 \*\*55.00

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2012 AUG 14 PM 1:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. BRYAN

AUG 15 2012

EXAMINER



STEWART MELVIN & FROST

ATTORNEYS 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

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2012 AUG 14 PM 1:05  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Vann Herring Family Partnership, L.P.  
Name of Surviving Party

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

Please return all correspondence concerning this matter to:

L. Alyson Graham

Contact Person

Stewart, Melvin & Frost LLP

Firm/Company

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 notification)

For further information concerning this matter, please call:

L. Alyson Graham

Name of Contact Person

at ( 770 ) 536-0101

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

FILED  
2012 AUG 14 PM 1:05  
TALLAHASSEE, FL  
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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

Letter Number: 512A00020375

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2012 AUG 14 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



STEWART MELVIN & FROST

ATTORNEYS AT LAW  
AN UNCOMMON PRACTICE

August 10, 2012

FILED  
2012 AUG 14 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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]

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2012 AUG 14 PM 1:05  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

Dated on the dates set forth below.

**VANN HERRING FAMILY PARTNERSHIP, L.P.,  
a Florida limited partnership**

**By: Its General Partners:**

**Vann Herring Enterprises, Inc.,  
a Florida corporation**

By: Vann M. Herring  
Vann M. Herring, President

Date: July 9, 2012

**MCKIBBON HOTEL GROUP, INC.,  
a Georgia corporation**

By: David Hughs  
David Hughs, President

Date: July 9, 2012

**HERRING FAMILY PARTNERSHIP, L.P.,  
a Georgia limited partnership**

**By: Its General Partner:**

**Vann Herring Enterprises, Inc.,  
a Georgia corporation**

By: Vann M. Herring  
Vann M. Herring, President

Date: July 9, 2012



## 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.

### S T I P U L A T I O N S:

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

B. HERRING FAMILY PARTNERSHIP, L.P. (hereinafter "GEORGIA") is a limited partnership organized and existing under the laws of the State of Georgia (Georgia control number 0438104). The partners of GEORGIA are as follows:

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.

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TALLAHASSEE, FLORIDA

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. Terms and Conditions. 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. Conversion of Interests in GEORGIA to Interests in FLORIDA. 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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Section 4. Changes in Limited Partnership Agreement of Surviving Limited Partnership. 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. Changes in Certificate of Limited Partnership of Surviving Limited Partnership. 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. Effective Date of Merger. 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]

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2012 AUG 14 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dated on the dates set forth below.

**VANN HERRING FAMILY PARTNERSHIP, L.P.,  
a Florida limited partnership**

**By: Its General Partners:**

**Vann Herring Enterprises, Inc.,  
a Florida corporation**

By: Vann M. Herring  
Vann M. Herring, President

Date: July 9, 2012

**MCKIBBON HOTEL GROUP, INC.,  
a Georgia corporation**

By: David Hughes  
David Hughes, President

Date: July 9, 2012

**HERRING FAMILY PARTNERSHIP, L.P.,  
a Georgia limited partnership**

**By: Its General Partner:**

**Vann Herring Enterprises, Inc.,  
a Georgia corporation**

By: Vann M. Herring  
Vann M. Herring, President

Date: July 9, 2012

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2012 AUG 14 PM 1:06  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
VANN HERRING ENTERPRISES INC