

CT CORPORATION SYSTEM

CORPORATION(S) NAME

A23497

Gowdy Family Limited Partnership Merging into: Gowdy Family LLC

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

01 JAN 10 PM 3:32

FILED

Name _____ 1/10/01
 Availability _____
 Document _____
 Examiner _____
 Updater _____
 Verifier _____
 W.P. Verifier _____

Order#: 3507465

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-01/10/01--01081--001

*****70.00 *****70.00

Ref#:

300003531713--7

Amount: \$-01/10/01--01081--002

*****7.50 *****7.50

660 East Jefferson Street
 Tallahassee, FL 32301
 Tel. 850 222 1092
 Fax 850 222 7615

Jmc

A CCH LEGAL INFORMATION SERVICES COMPANY

DIVISION OF CORPORATION

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F10-01

ARTICLES OF MERGER
Merger Sheet

MERGING:

GOWDY FAMILY LIMITED PARTNERSHIP, A FLORIDA ENTITY A23497

INTO

GOWDY FAMILY LLC, corporation not qualified in Florida.

File date: January 10, 2001

Corporate Specialist: Trevor Brumbley

ARTICLES OF MERGER
OF
GOWDY FAMILY LIMITED PARTNERSHIP
INTO
GOWDY FAMILY LLC

Pursuant to Section 620.203 of the Florida Revised Uniform Limited Partnership Act (the "Act"), the undersigned surviving limited liability company hereby submits the following Articles of Merger for filing:

1. The Plan of Merger is attached hereto as Exhibit A.
2. The Plan of Merger was approved by Gowdy Family Limited Partnership, the only domestic partnership that is a party to the merger, in accordance with the applicable provisions of the Act.
3. The Plan of Merger was approved by the Gowdy Family LLC, the only other business entity that is a party to the merger, in accordance with the applicable laws of the State of Delaware under which such entity is organized.
4. The effective date of the merger is the date of the filing of these Articles of Merger.
5. The name and address of the principal office of the surviving entity is:

Gowdy Family LLC
Corporation Trust Center
1209 Orange Street
Wilmington, DE 09801

6. The surviving entity has appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligations or the rights of dissenting partners of each domestic limited partnership that is a party to the merger.
7. The surviving entity has agreed to promptly pay to the dissenting partners of each domestic limited partnership that is a party to the merger the amount, if any, to which they are entitled under Section 620.205 of the Act.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the
9th day of January, 2001.

APPROVED
AND
FILED
01 JAN 10 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GOWDY FAMILY LIMITED PARTNERSHIP, a
Florida limited partnership

By: Curtis E. Gowdy
Curtis E. Gowdy, General Partner

GOWDY FAMILY LLC, a Delaware limited
liability company

By: Curtis E. Gowdy
Curtis E. Gowdy, Manager

APPROVED
AND
FILED
01 JAN 10 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER, dated as of January 9, 2001, is by and between Gowdy Family Limited Partnership, a Florida limited partnership ("FLP"), and Gowdy Family LLC, a Delaware limited partnership ("LLC").

PRELIMINARY STATEMENT

The general partner of FLP and the managers of LLC have determined that it is advisable for FLP to merge with and into LLC. The purpose of this Plan and Agreement of Merger is to effectuate such merger of FLP with and into LLC.

NOW, THEREFORE, FLP and LLC hereby agree as follows:

ARTICLE 1. THE MERGER.

Section 1.1. The Merger. In accordance with the provisions of this Plan and Agreement of Merger, the Florida Revised Uniform Limited Partnership Act and the Delaware Limited Liability Company Act, FLP shall be merged with and into LLC (the "Merger"). Following the Merger, LLC shall continue as the surviving entity (the "Surviving Entity"). Since the partners of FLP and the members of LLC are the same persons, and their rights and interests in FLP are the same as their rights and interests in LLC, as a result of the Merger there shall be no change in any member's right and interests in the Surviving Entity. The sole purpose of the Merger is to reorganize FLP as a limited liability company organized under, and governed by, the laws of the State of Delaware.

Section 1.2. Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

- (a) This Plan and Agreement of Merger shall have been adopted and approved by the partners of FLP and the members of LLC in accordance with the requirements of the Florida Revised Uniform Limited Partnership and the Delaware Limited Liability Company Act;
- (b) executed Articles of Merger meeting the requirements of the Florida Revised Uniform Limited Partnership Act shall have been filed with the Department of State of the State of Florida; and
- (c) an executed Certificate of Merger meeting the requirements of the Delaware Limited Liability Company Act shall have been filed with the Secretary of State of the State of Delaware.

APPROVED
AND
FILED
01 JAN 10 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 2. THE SURVIVING ENTITY.

Section 2.1. Name. The name of the Surviving Entity upon the effectiveness of the Merger shall be:

Gowdy Family LLC

Section 2.2. Managers of Surviving Entity.

The names and business addresses of the managers of the surviving entity are as follows:

John M. Cornish	53 State Street, Boston, MA 02109
Curtis E. Gowdy	53 State Street, Boston, MA 02109
Geraldine O. Gowdy	53 State Street, Boston, MA 02109

ARTICLE 3. GENERAL.

Section 3.1. Abandonment. At any time before the effectiveness of the Merger, this Plan and Agreement of Merger may be terminated and the Merger may be abandoned for any reason whatsoever by the general partner of FLP or the managers of LLC or both, notwithstanding the approval of this Plan and Agreement of Merger by the partners of FLP or the members of LLC or both.

Section 3.2. Service of Process on Surviving Entity. The Surviving Entity agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of FLP, as well as for enforcement of any obligation of the Surviving Entity arising from the merger, and hereby irrevocably appoints the Secretary of State of Florida as its agent to accept service of any such process. A copy of any such process shall be mailed by such Secretary of State to Gowdy Family LLC, c/o Choate, Hall & Stewart, Exchange Place, 53 State Street, Boston, Massachusetts, and copies thereof will be furnished to any partner of FLP or member of LLC, upon request and without cost.

Section 3.3. Availability of Merger Agreement. An original or attested copy of this Plan and Agreement of Merger will be on file at a place of business of the Surviving Entity at c/o Choate, Hall & Stewart, Exchange Place, 53 State Street, Boston, Massachusetts 02109, and copies thereof will be furnished to any partner of FLP or member of LLC, upon request and without cost.

Section 3.4. Governing Law. This Plan and Agreement of Merger shall in all respects be construed, interpreted, and enforced in accordance with, and governed by, the laws of the State of Delaware, and, so far as applicable, the merger provisions of the Florida Revised Uniform Limited Partnership Act.

APPROVED
AND
FILED
01 JUN 10 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties hereto have executed this Merger Agreement as of the day and year first above written.

GOWDY FAMILY LIMITED
PARTNERSHIP, a Florida limited
partnership

ATTEST:

By: Curtis E. Gowdy
Curtis E. Gowdy, General Partner

GOWDY FAMILY LLC, a Delaware
limited liability company

ATTEST:

By: Curtis E. Gowdy
Curtis E. Gowdy, Manager

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