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Division of Corporations

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MERGER OR SHARE EXCHANGE
THE HAYES TIMBER LIMITED PARTNERSHIP

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ARTICLES OF MERGER
of
HAYES FORESTRY MANAGEMENT
(a Florida general partnership)
with and into
HAYES TIMBER LIMITED PARTNERSHIP
(a Florida limited partnership)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 620.203, Florida Statutes, Hayes Forestry Management, a Florida general partnership ("Forestry"), and Hayes Timber Limited Partnership, a Florida limited partnership ("Timber"), submit these Articles of Merger:

1. A copy of the Agreement and Plan of Merger (the "Plan") with respect to the merger of Forestry with and into Timber is attached to these Articles of Merger as Exhibit "A" and is specifically incorporated herein by this reference.

2. The effective date of the merger shall be the date the Articles of Merger are filed with the Secretary of State of Florida.

3. The Plan was approved by all of the partners of Forestry in accordance with the applicable provisions of Chapter 620, Florida Statutes.

4. The Plan was approved by Timber in accordance with the applicable provisions of Chapter 620, Florida Statutes. The written consent of the general partner of Timber to continue as the general partner of Timber, the surviving limited partnership, has been obtained pursuant to Section 620.202(2), Florida Statutes.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names this 23rd day of May, 2005.

HAYES TIMBER
LIMITED PARTNERSHIP

D. Burke Hayes
Hayes Timber Corporation, general
partner
By: D. Burke Hayes, President

HAYES FORESTRY
MANAGEMENT

D. Burke Hayes
D. Burke Hayes, general partner

Nancy Hayes Breslin
Nancy Hayes Breslin, general partner

Brooks Anne Meierdierks
Brooks Anne Meierdierks, general
partner

D. Burke Hayes
D. Burke Hayes, Trustee of the Nan
Hayes Irrevocable Trust dated April
30, 1999, general partner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AGREEMENT AND PLAN OF MERGER
of
HAYES FORESTRY MANAGEMENT
(a Florida general partnership)
with and into
HAYES TIMBER LIMITED PARTNERSHIP
(a Florida limited partnership)**

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into this 23rd day of May, 2005, by and between **HAYES FORESTRY MANAGEMENT**, a Florida general partnership ("Forestry"), and **HAYES TIMBER LIMITED PARTNERSHIP**, a Florida limited partnership ("Timber") (Forestry and Timber hereinafter collectively referred to as the "Constituent Entities").

WITNESSETH:

WHEREAS, Pear Street Timber, Ltd., a Florida limited partnership, was merged with and into Forestry effective January 1, 2004, with Forestry being the surviving entity;

WHEREAS, on May 23, 2005, each of the general and limited partners of Forestry executed a unanimous written consent (attached hereto as Exhibit "A") converting Forestry to a general partnership, effective as of January 15, 2004;

WHEREAS, a certificate of cancellation for Forestry was inadvertently filed with the Florida Secretary of State on January 15, 2004;

WHEREAS, prior to the filing of the certificate of cancellation, Forestry should have been merged with and into Timber, with Timber being the surviving entity;

WHEREAS, Forestry is a general partnership organized and existing under the laws of the State of Florida, with its principal office at Highway 275 North, Blountstown, Florida 32424;

WHEREAS, Timber is a limited partnership organized and existing under the laws of the State of Florida, with its principal office at Highway 275 North, Blountstown, Florida 32424;

WHEREAS, D. Burke Hayes, Nancy Hayes Breslin, Brooks Anne Meierdierks and D. Burke Hayes, as Trustee of the Nan D. Hayes Irrevocable Trust dated April 30, 1999 are all of the partners of Forestry;

WHEREAS, Hayes Timber Corporation is the general partner of Timber;

WHEREAS, the laws of the State of Florida permit a merger of a general partnership into a limited partnership; and

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WHEREAS, the respective general and limited partners of each of the Constituent Entities have deemed it advisable to merge Forestry with and into Timber (the "Merger"), and have approved the Merger on the terms and conditions hereinafter set forth in accordance with the laws of the States of Florida;

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NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and conditions hereinafter contained, and for the purpose of stating the terms and conditions of the Merger, the manner of carrying the same into effect, and such other details and provisions as are deemed desirable, the Constituent Entities have agreed and do hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

ARTICLE I

On the Effective Date, as defined in Article X below, the Merger shall become effective, at which time the separate existence of Forestry shall cease and Forestry shall be merged, pursuant to Section 620.8905 of the Florida Revised Uniform Partnership Act and Section 620.201 of the Florida Revised Limited Partnership Act, with and into Timber, which shall continue its existence and be the entity surviving the Merger (the "Surviving Entity").

ARTICLE II

The Surviving Entity shall be governed by the laws of the State of Florida. On the Effective Date, the Certificate of Limited Partnership of Timber filed with the Secretary of State of the State of Florida shall be the Certificate of Limited Partnership of the Surviving Entity until further amended in the manner provided by law.

ARTICLE III

On the Effective Date, the General Partner of the Surviving Entity shall be Hayes Timber Corporation, Highway 275 North, Blountstown, Florida 32424, which has consented to remain as General Partner.

ARTICLE IV

The manner of carrying into effect the Merger shall be as follows:

1. On the Effective Date, the general partnership interests of D. Burke Hayes, Nancy Hayes Breslin, Brooks Anne Meierdierks and D. Burke Hayes, as Trustee of the Nan D. Hayes Irrevocable Trust dated April 30, 1999, in Forestry shall cease to be outstanding, be canceled and retired, and no payment shall be made nor other consideration paid with respect thereto;

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2. the limited and general partnership interests in Timber shall remain the same after the Effective Date and the Merger shall have no effect on any limited or general partnership interests in Timber outstanding on the Effective Date.

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ARTICLE V

At such time as the Merger becomes effective, title to all of the assets of Forestry shall be vested in Timber without reversion or impairment and Timber shall thenceforth be responsible for all of the liabilities and obligations of Forestry. Any proceeding pending against Forestry may be continued as if the merger did not occur or the Surviving Entity may be substituted in its place.

ARTICLE VI

Prior to and from and after the Effective Date, the Constituent Entities shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. If at any time the Surviving Entity shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate or desirable to vest in said Surviving Entity, according to the terms hereof, the title to any property or rights of Forestry, the last partners of Forestry shall and will execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Entity, and otherwise to carry out the purposes of this Agreement.

ARTICLE VII

On the Effective Date, all of the assets, liabilities, reserves and accounts of the Constituent Entities shall be recorded on the books of the Surviving Entity at the amounts at which they, respectively, shall then be carried on the books of said Constituent Entities, subject to such adjustments or eliminations of intercompany items as may be appropriate giving effect to the Merger.

ARTICLE VIII

Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by either of the Constituent Entities by appropriate resolution of any of their limited partners and general partners at any time prior to the Effective Date of the Merger.

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ARTICLE IX

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This Agreement and Articles of Merger incorporating the terms of this Agreement shall be filed and recorded in accordance with the laws of the State of Florida as soon as practicable after the last approval by the limited partners and the general partners of the Constituent Entities or on such other date as the Constituent Entities may agree. The Merger shall become effective as of the date the Articles of Merger are filed with the Secretary of State of Florida (the "Effective Date").

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TALLAHASSEE, FLORIDA

ARTICLE X

This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, each of the Constituent Entities has caused this Agreement to be signed in its name by its duly authorized general partners as of the date first above written.

HAYES FORESTRY MANAGEMENT

HAYES TIMBER LIMITED
PARTNERSHIP

By Hayes Timber Corporation, its
General Partner

D. Burke Hayes
D. Burke Hayes

Nancy Hayes Breslin
Nancy Hayes Breslin

By: D. Burke Hayes
D. Burke Hayes, President

Brooks Anne Meierdierks
Brooks Anne Meierdierks

D. Burke Hayes
D. Burke Hayes, Trustee of the Nan D. Hayes
Irrevocable Trust dated April 30, 1999

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UNANIMOUS WRITTEN CONSENT
OF THE GENERAL AND LIMITED PARTNERS OF
HAYES FORESTRY MANAGEMENT, LTD.

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TALLAHASSEE, FLORIDA

The undersigned, who are all of the general and limited partners of Hayes Forestry Management, Ltd., a Florida limited partnership (the "Partnership"), in order to convert the Partnership from a limited partnership to a general partnership pursuant to §620.8903, F.S., hereby:

1. Approve the conversion as of January 15, 2004, of the Partnership from a limited partnership to a general partnership in which the partners will own the same percentage interest as they owned in the Partnership immediately prior to the conversion;
2. Ratify the filing of the Certificate of Cancellation of the Certificate of Limited Partnership of the Partnership on January 15, 2004;
3. Declare that all resolutions or actions of the Partnership, or parts thereof, in conflict with the provisions herein contained, to the extent they conflict herewith, are, to the extent of such conflict, hereby superseded and repealed; and
4. Change the name of the partnership to Hayes Forestry Management.

Dated May 23, 2005.

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GENERAL PARTNERS:

D. Burke Hayes
D. Burke Hayes

Nancy Hayes Breslin
Nancy Hayes Breslin

Brooks Anne Meierdierks
Brooks Anne Meierdierks

LIMITED PARTNERS:

D. Burke Hayes
D. Burke Hayes

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Nancy Hayes Breslin
Nancy Hayes Breslin

Brooks Anne Meierdierks
Brooks Anne Meierdierks

D. Burke Hayes
D. Burke Hayes, as Trustee of the Nan D.
Hayes Irrevocable Trust, dated April 30,
1999

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