

A9500001832

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000335420 3)))

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 205-0360

EFFECTIVE DATE  
11-04

From:  
Account Name : SMITH HULSEY & BUSEY  
Account Number : 075030000653  
Phone : (904) 359-7000  
Fax Number : (904) 359-7712

MERGER OR SHARE EXCHANGE

HAYES FORESTRY MANAGEMENT, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$105.00

03 DEC 15 AM 10:12  
DIVISION OF CORPORATIONS

03 DEC 15 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
APPROVED AND FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

JB  
12-15-03

EFFECTIVE DATE

1/04

ARTICLES OF MERGER  
of  
PEAR STREET TIMBER, LTD.  
(a Florida limited partnership)  
with and into  
HAYES FORESTRY MANAGEMENT, LTD.  
(a Florida limited partnership)

A00000000368

A015000001832

Pursuant Section 620.203, Florida Statutes, Pear Street Timber, Ltd., a Florida limited partnership ("Pear Street"), and Hayes Forestry Management, Ltd., a Florida limited partnership ("Hayes Forestry"), submit these Articles of Merger:

1. A copy of the Agreement and Plan of Merger (the "Plan") with respect to the merger of Pear Street with and into Hayes Forestry 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 January 1, 2004.
3. The Plan was approved by Pear Street in accordance with the applicable provisions of Chapter 620, Florida Statutes.
4. The Plan was approved by Hayes Forestry in accordance with the applicable provisions of Chapter 620, Florida Statutes. The written consent of each the general partners of Hayes Forestry to continue as or to become general partners of Hayes Forestry, the surviving limited partnership, have 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 26 day of November, 2003.

HAYES FORESTRY  
MANAGEMENT, LTD.

D. Burke Hayes

D. Burke Hayes, Trustee, general partner

D. Burke Hayes

D. Burke Hayes

PEAR STREET TIMBER, LTD.

D. Burke Hayes

D. Burke Hayes, Trustee, general partner

Nancy Hayes Breslin

Nancy Hayes Breslin, general partner

Brooks Anne Meierdierks

Brooks Anne Meierdierks, general partner

03 DEC 15 AM 11:32  
SECRETARY OF  
TALLAHASSEE  
FLORIDA

RECORDED  
AND  
FILED

**AGREEMENT AND PLAN OF MERGER**  
of  
**PEAR STREET TIMBER, LTD.**  
(a Florida limited partnership)  
with and into  
**HAYES FORESTRY MANAGEMENT, LTD.**  
(a Florida limited partnership)

**THIS AGREEMENT AND PLAN OF MERGER** (the "Agreement") is made and entered into this 26 day of November, 2003, by and between **PEAR STREET TIMBER, LTD.**, a Florida limited partnership ("PEAR STREET") and **HAYES FORESTRY MANAGEMENT, LTD.**, a Florida limited partnership ("HAYES FORESTRY") (PEAR STREET and HAYES FORESTRY hereinafter collectively referred to as the "Partnerships").

**WITNESSETH:**

WHEREAS, PEAR STREET is a limited partnership organized and existing under the laws of the State of Florida, with its principal office at 1443 Pear Street, Blountstown, Florida 32424;

WHEREAS, HAYES FORESTRY 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, individually, and D. Burke Hayes as Trustee of the Nan D. Hayes Irrevocable Trust, dated April 30, 1999 (the "Irrevocable Trust") are the limited partners of both PEAR STREET and HAYES FORESTRY;

WHEREAS, as of the Effective Date (as defined below) D. Burke Hayes, Nancy Hayes Breslin, and Brooks Anne Meierdierks are the general partners of both PEAR STREET and HAYES FORESTRY;

WHEREAS, the laws of the State of Florida permit a merger of two limited partnerships; and

WHEREAS, the respective general partners and limited partners of each of the Partnerships have deemed it advisable to merge PEAR STREET with and into HAYES FORESTRY (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.

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 Partnerships have agreed and do hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

03 DEC 15 AM 11:32  
RECEIVED  
FALLS CHURCH, VA  
SECRETARY OF COMMONWEALTH

APPROVED  
AND  
FILED

## ARTICLE I

On the Effective Date, as defined in Article IX below, the Merger shall become effective, at which time the separate existence of PEAR STREET shall cease and PEAR STREET shall be merged, pursuant to Section 620.201, Florida Statutes (2003), with and into HAYES FORESTRY, which shall continue its existence as a Florida limited partnership and be the limited partnership surviving the Merger (the "Surviving Limited Partnership").

## ARTICLE II

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

## ARTICLE III

On the Effective Date, the General Partners of the Surviving Limited Partnership will be D. Burke Hayes, P. O. Box 417, Blountstown, Florida 32424, Nancy Hayes Breslin, 3057 Carlow Circle, Tallahassee, Florida 32308 and Brooks Anne Meierdierks, 1018 Marvone Lane, Neptune Beach, Florida 32266 who have all consented to remain General Partners.

## ARTICLE IV

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

1. On the Effective Date, the general and limited partnership interests in PEAR STREET shall cease to be outstanding, be canceled and retired, and no payment shall be made nor other consideration paid with respect thereto.
2. The limited partnership interest and the general partnership interests in the HAYES FORESTRY shall remain issued and outstanding after the Effective Date. After the Effective Date, the ownership of the one (1) general partnership unit and the ninety-nine limited partnership units in HAYES FORESTRY shall be as follows:

### General Partner Units:

D. Burke Hayes:	1/3 unit
Nancy Hayes Breslin:	1/3 unit
Brooks Anne Meierdierks:	1/3 unit

03 DEC 15 AM 11:32  
SECRET  
ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 08-15-03 BY 60322

APPROVED  
AND  
FILED

**Limited Partner Units:**

D. Burke Hayes: .4685 units  
Nan D. Hayes Irrevocable Trust: 98.5315 units

**ARTICLE V**

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

**ARTICLE VI**

Prior to and from and after the Effective Date, the Partnerships shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. If at any time the Surviving Limited Partnership 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 Limited Partnership, according to the terms hereof, the title to any property or rights of PEAR STREET, the last acting general partners of PEAR STREET, or the General Partners of the Surviving Limited Partnership, 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 Limited Partnership, and otherwise to carry out the purposes of this Agreement.

**ARTICLE VII**

On the Effective Date (defined below), all of the assets, liabilities, reserves and accounts of the Partnerships shall be recorded on the books of the Surviving Limited Partnership at the amounts at which they, respectively, shall then be carried on the books of said Partnerships, subject to such adjustments or eliminations of inter-company 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 Partnerships by appropriate resolution of any of their limited partner and general partners at any time prior to the Effective Date (defined below) of the Merger.

AND  
FILED  
03 DEC 15 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE IX

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. The Merger shall become effective as of January 1, 2004 (the "Effective Date").

#### 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 without regard to conflict of law principles.

FILED  
03 DEC 15 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**PEAR STREET TIMBER, LTD.**

D. Burke Hayes  
D. Burke Hayes, general partner

Nancy Hayes Breslin  
Nancy Hayes Breslin, general partner

Brooks Anne Meierdierks  
Brooks Anne Meierdierks, general partner

**HAYES FORESTRY MANAGEMENT,  
LTD.**

D. Burke Hayes  
D. Burke Hayes, general partner

Nancy Hayes Breslin  
Nancy Hayes Breslin, general partner

Brooks Anne Meierdierks  
Brooks Anne Meierdierks, general partner

00426306.DOC.1

APPROVED  
AND  
FILED  
03 DEC 15 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA