

100000009017

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

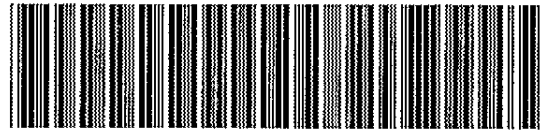
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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02 DEC 31 AM 10:14  
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TALLAHASSEE, FLORIDA  
12-31-02



UCC FILING & SEARCH SERVICES, INC.  
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December 31, 2002

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**  
Various Title Agencies merging into Southern Title Holding Co LLC

**Filing Evidence**

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include  
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

APPROVED  
AND  
FILED  
DEC 31 2002  
TALLAHASSEE, FL  
CLERK OF CIRCUIT COURT

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

UNITED SOUTHERN TITLE, LLC, A FLORIDA ENTITY L00000007062

SOUTHERN TITLE OF NORTH FLORIDA, LLC, A FLORIDA ENTITY  
L00000009022

BREVARD TITLE, LLC, A FLORIDA ENTITY, L00000007073

SOUTHERN TITLE OF CENTRAL FLORIDA, LLC, A FLORIDA ENTITY,  
L00000009019

INTO

SOUTHERN TITLE HOLDING COMPANY, LLC, a Florida entity  
L00000009017

File date: December 31, 2002

Corporate Specialist: Trevor Brumbley

ARTICLE  
AND  
FILED  
02 DEC 31 PM 12:23  
SOUTHERN TITLE  
HOLDING COMPANY  
L00000009017

ARTICLES OF MERGER

of

UNITED SOUTHERN TITLE, LLC, a Florida limited liability company  
SOUTHERN TITLE OF NORTH FLORIDA, LLC, a Florida limited liability company  
BREVARD TITLE, LLC, a Florida limited liability company  
SOUTHERN TITLE OF CENTRAL FLORIDA, LLC, a Florida limited liability company

with and into

SOUTHERN TITLE HOLDING COMPANY, LLC, a Florida limited liability company

The following Articles of Merger are being submitted in accordance with Section 608.4382, Florida Statutes. The undersigned limited liability companies enter into these Articles of Merger by which UNITED SOUTHERN TITLE, LLC, a Florida limited liability company ("UST"), SOUTHERN TITLE NORTH FLORIDA, LLC, a Florida limited liability company ("STNF"), BREVARD TITLE, LLC, a Florida limited liability company ("BT") and SOUTHERN TITLE OF CENTRAL FLORIDA, LLC, a Florida limited liability company ("STCF") (UST, STNF, BT and STCF are collectively referred to as the "Merging Parties") will be merged with and into SOUTHERN TITLE HOLDING COMPANY, LLC, a Florida limited liability company (the "Surviving Party") in accordance with a Plan of Merger entered into pursuant to Section 608.438, Florida Statutes (attached as Exhibit "A" hereto), and the undersigned limited liability companies hereby certify the following:

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	UNITED SOUTHERN TITLE, LLC 2335 Beville Road Daytona Beach,, Florida 32119	Florida	Limited Liability Company

Florida Document/Registration Number: L00000007062      FEI Number: 593656687

2.	SOUTHERN TITLE OF NORTH FLORIDA, LLC 2335 Beville Road Daytona Beach,, Florida 32119	Florida	Limited Liability Company
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Florida Document/Registration Number: L00000009022      FEI Number: 593667113

3.	BREVARD TITLE, LLC 2335 Beville Road Daytona Beach, Florida 32119	Florida	Limited Liability Company
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Florida Document/Registration Number: L00000007073      FEI Number: 593656683

4.	SOUTHERN TITLE OF CENTRAL FLORIDA, LLC 2335 Beville Road Daytona Beach,, Florida 32119	Florida	Limited Liability Company
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Florida Document/Registration Number: L00000009019      FEI Number: 593667110

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APPROVAL  
AND  
FILING

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
5.	SOUTHERN TITLE HOLDING COMPANY, LLC 2335 Beville Road Daytona Beach,, Florida 32119	Florida	Limited Liability Company

Florida Document/Registration Number: L00000009017      FEI Number: 593667114

THIRD: The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

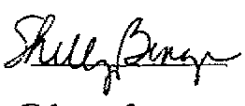
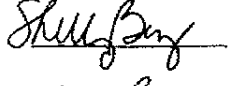
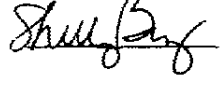

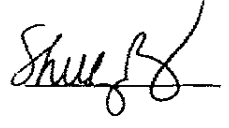
FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

FIFTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of Florida, including without limitation Chapter 608.

SEVENTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
UNITED SOUTHERN TITLE, LLC		Shelley Benge, President of Southern Title Holding Company, LLC, the sole Member
SOUTHERN TITLE OF NORTH FLORIDA, LLC		Shelley Benge, President of Southern Title Holding Company, LLC, the sole Member
BREVARD TITLE, LLC		Shelley Benge, President of Southern Title Holding Company, LLC, the sole Member
SOUTHERN TITLE OF CENTRAL FLORIDA, LLC		Shelley Benge, President of Southern Title Holding Company, LLC, the sole Member
SOUTHERN TITLE HOLDING COMPANY, LLC		Shelley Benge, President of Southern Title of Central Florida, Inc., a Member

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APPROVED  
AND  
FILED

EXHIBIT A  
PLAN OF MERGER

This Plan of Merger (the "Plan"), is adopted and approved this \_\_\_\_ day of December, 2002 by and among:

UNITED SOUTHERN TITLE, LLC, a Florida limited liability company  
SOUTHERN TITLE OF NORTH FLORIDA, LLC, a Florida limited liability company  
BREVARD TITLE, LLC, a Florida limited liability company  
SOUTHERN TITLE OF CENTRAL FLORIDA, LLC, a Florida limited liability company  
(the "Merging Parties")

with and into

SOUTHERN TITLE HOLDING COMPANY, LLC, a Florida limited liability company  
(the "Surviving Party").

**BACKGROUND**

The Merging Parties and the Surviving Party (sometimes collectively referred to as the "Constituent Companies") have adopted and approved this Plan in accordance with Section 608.4381, Florida Statutes and their respective Members believe that it is in the best interest of the Constituent Companies to merge in accordance with the terms and conditions hereinafter set forth pursuant to Section 608.438, Florida Statutes.

- |                                                                               | <u>Name and Street Address</u>                                                                  | <u>Jurisdiction</u> | <u>Entity Type</u>        |
|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|---------------------|---------------------------|
| 1.                                                                            | UNITED SOUTHERN TITLE, LLC<br>2335 Beville Road<br>Daytona Beach,, Florida 32119                | Florida             | Limited Liability Company |
| Florida Document/Registration Number: L00000007062      FEI Number: 593656687 |                                                                                                 |                     |                           |
| 2.                                                                            | SOUTHERN TITLE OF NORTH<br>FLORIDA, LLC<br>2335 Beville Road<br>Daytona Beach,, Florida 32119   | Florida             | Limited Liability Company |
| Florida Document/Registration Number: L00000009022      FEI Number: 593667113 |                                                                                                 |                     |                           |
| 3.                                                                            | BREVARD TITLE, LLC<br>2335 Beville Road<br>Daytona Beach,, Florida 32119                        | Florida             | Limited Liability Company |
| Florida Document/Registration Number: L00000007073      FEI Number: 593656683 |                                                                                                 |                     |                           |
| 4.                                                                            | SOUTHERN TITLE OF CENTRAL<br>FLORIDA, LLC<br>2335 Beville Road<br>Daytona Beach,, Florida 32119 | Florida             | Limited Liability Company |
| Florida Document/Registration Number: L00000009019      FEI Number: 593667110 |                                                                                                 |                     |                           |

ATTEST  
AND  
FILED  
11 04 12:28  
CLERK OF  
STATE  
OFFICE OF  
FLORIDA

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
5.	SOUTHERN TITLE HOLDING COMPANY, LLC 2335 Beville Road Daytona Beach,, Florida 32119	Florida	Limited Liability Company

Florida Document/Registration Number: L00000009017      FEI Number: 593667114

THIRD: The terms and conditions of the merger are as follows:

The Merging Parties shall merge with and into the Surviving Party, which limited liability company shall survive the merger. The effective date of the merger shall be the date on which the Articles of Merger are filed in the offices of the Secretary of State, State of Florida.

Upon the effective date of the merger, the separate existence of the Merging Parties shall cease, and the Merging Parties shall be merged in accordance with the provisions of this Plan into the Surviving Corporation, which shall survive such merger, and shall continue in existence and shall, without other transfer, succeed to and possess all of the rights, privileges, immunities, powers and purposes of each of the Constituent Companies consistent with the Articles of Organization and Regulations of the Surviving Party, and all property, real, personal, and mixed, causes of action, and every other asset of each of the Constituent Companies shall vest in the Surviving Party without further act or deed, and the Surviving Party shall assume and be liable for all of the liabilities, obligations and penalties of each of the Constituent Companies. No liability or obligation against any of the Constituent Companies due or to become due, claim or demand for any cause existing against any of the Constituent Companies shall be released or impaired by such merger. No action, or proceeding, civil or criminal, then pending by or against any of the Constituent Companies shall abate or be discontinued by such merger but may be enforced, prosecuted, settled, or compromised as if such merger had not occurred, or the Surviving Party may be substituted in such action in place of any of the Constituent Companies. To the extent permitted by law, from time to time, as and when requested by the Surviving Party or by its successors and assigns, the Merging Parties shall execute and deliver or cause to be executed and delivered all such deeds and instruments, and shall take or cause to be taken, such further or other actions as the Surviving Party shall deem necessary or desirable in order to vest in and confirm to the Surviving Party title to, and possession of, all property of the Merging Parties acquired or to be acquired by reason of or as a result of the merger herein provided. The proper officers and managers of the Merging Parties and the proper officers and managers of the Surviving Party are fully authorized, in the name of the Surviving Company or otherwise, to undertake or cause to be taken any and all such action.

FOURTH: Upon the effective date of the merger provided for herein, the Articles of Organization and the Regulations of the Surviving Party shall remain the Articles of Organization and Regulations of the Surviving Party, until altered, amended, or repealed.

FIFTH: Upon the effective date of the merger provided for herein, all outstanding membership interests of the Merging Parties outstanding as of the effective date hereof shall, by virtue of the merger and without any action on the part of the holder thereof, shall be cancelled and the members of the Surviving Party shall retain the same ownership interest in and to the Surviving Party in the same percentage and proportions as such members held prior to the effective date of the merger. Nothing in this Plan or the merger is intended to alter or change in any way the percentage ownership interests of the members in the Surviving Party and no additional ownership interests, cash, securities or real or personal property of any kind or nature whatsoever shall be distributed to the members of the Surviving Party in respect of the merger.

SIXTH: The Surviving Entity shall be Manager Managed, and the names and addresses of the managers are as

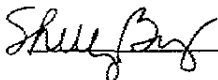
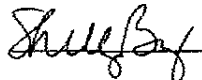


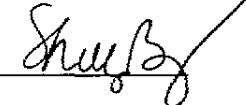
APPROVED  
FILED  
JUL 12 2011  
FBI

follows:

<u>Name</u>	<u>Address</u>
Morteza Hosseini-Kargar	2359 Beville Road, Daytona Beach, Florida 32119
Charlene B. Irland	2359 Beville Road, Daytona Beach, Florida 32119
L. Gale Lemerand	2335 Beville Road, Daytona Beach, Florida 32119
Harold Hickman	2335 Beville Road, Daytona Beach, Florida 32119
Jimmy Hickman	2335 Beville Road, Daytona Beach, Florida 32119

The Surviving Party shall retain the same officers and agents as existed prior to the effective date of the merger.

SEVENTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
UNITED SOUTHERN TITLE, LLC		Shelley Benge, President of Southern Title Holding Company, LLC, the sole Member
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SOUTHERN TITLE HOLDING COMPANY, LLC		Shelley Benge, President of Southern Title of Central Florida, Inc., a Member

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AND  
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