

# L010000010561

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

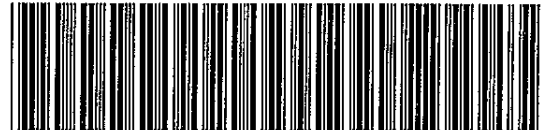
(Document Number)

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

Special Instructions to Filing Officer:

Name	Availability
Document	
Examiner	DCC
Updater	DCC
Verifier	DCC
Acknowledgement	DCC
2. Verifier	DCC

Office Use Only



500022521415

09/12/03--01022--002 \*\*25.00

08/25/03--01073--012 \*\*25.00

*3 monies*

TAX  
25.00  
DUE

FILED  
03 SEP -5 PM 4:09  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

LAW OFFICES  
**WHITE & REASOR, PLC**

TWO AMERICAN CENTER, SUITE 1150

3102 WEST END AVENUE

NASHVILLE, TENNESSEE 37203-1304

JOHN M. BAIRD

TELEPHONE: (615) 383-3345  
FACSIMILE: (615) 383-5534  
(615) 383-9390  
jbaird@whitereasor.com

August 22, 2003

VIA FEDERAL EXPRESS

Florida Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: Dragon SAF, LLC

Dear Sir or Madam :

I enclose herewith for filing Articles of Merger with respect to Dragon SAF, LLC, a Florida limited liability company. I also enclose my firm's check in the amount of \$25.00 to cover the cost of filing.

Thank you for your assistance.

Sincerely,

WHITE & REASOR, PLC

John M. Baird

JMB/kf

Enclosure

cc: John W. Coleman

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 SEP -5 PM 4:09

LAW OFFICES  
**WHITE & REASOR, PLC**

TWO AMERICAN CENTER, SUITE 1150

3102 WEST END AVENUE

NASHVILLE, TENNESSEE 37203-1304

JOHN M. BAIRD

TELEPHONE: (615) 383-3345  
FACSIMILE: (615) 383-5534  
(615) 383-9390  
jbaird@whitereasor.com

September 2, 2003

**VIA FEDERAL EXPRESS**

Florida Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399  
Attn: Diane Cushing

RE: Dragon SAF, LLC  
Ref Number: L01000010561  
Letter Number 303A00048531

Dear Ms. Cushing:

Per your letter of August 28, 2003, enclosed please find our firm's check in the amount of \$25.00 as additional filing fees for the referenced matter.

Thank you for your assistance.

Sincerely,

WHITE & REASOR, PLC



Kay Fuller  
Assistant to John M. Baird

/kf  
Enclosure



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 28, 2003

JOHN M. BAIRD  
WHITE & REASOR, PLC  
3102 W END AVE., SUITE 1150  
NASHVILLE, TN 73203-1304

SUBJECT: DRAGON SAF, LLC  
Ref. Number: L01000010561

We have received your document for DRAGON SAF, LLC and your check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following:

The filing fee is \$25.00 per limited liability company involved in the merger. So therefore, we need an additional \$25.00.

Please return 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) 245-6913.

Diane Cushing  
Document Specialist

Letter Number: 303A00048531

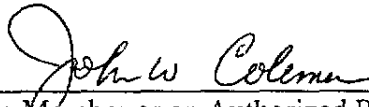
## ARTICLES OF MERGER

Pursuant to Section 608.4382, Florida Statutes, Dragon SAF, LLC, a Florida limited liability company, hereby submits Articles of Merger pursuant to which Dragon DW, LLC, a Florida limited liability company, shall be merged with and into Dragon SAF, LLC, with Dragon SAF, LLC to be the surviving entity.

1. Plan of Merger. The Agreement and Plan of Merger between Dragon SAF, LLC and Dragon DW, LLC is attached hereto.

2. Approval. The Agreement and Plan of Merger was approved by managers and members of both Dragon SAF, LLC and Dragon DW, LLC. (LLC - 10560)

3. Effective Date. The merger is to be effective upon the filing of these Articles of Merger with the Florida Secretary of State.



Signature of a Member or an Authorized Representative of a Member  
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

John W. Coleman

Typed or printed name of signatory

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 SEP -5 PM 4:10

CONFORMED COPY

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Agreement") is made and entered into as of the 20th day of August, 2003, by and between Dragon SAF, LLC a Florida limited liability company (the "Company"), and Dragon DW, a Florida limited liability company (the "LLC").

RECITALS

A. The Company and LLC desire for the LLC to merge with and into the Company pursuant to the terms and provisions of this Agreement (the "Merger").

B. The members of the Company (collectively, the "Company Members") and members of the LLC (collectively, the "LLC Members") have approved the Merger, evidenced by the signatures of the respective Company Members and LLC Members, below.

NOW THEREFORE, for and in consideration of the foregoing Recitals, the mutual covenants and agreements herein contained, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Company and the LLC agree as follows:

1. Merger. The LLC shall be merged with and into the Company in accordance with the laws of the State of Florida. The Company shall survive the Merger.

2. Effective Time of Merger. The Merger shall be effective at 12:01 a.m. on August 25, 2003 (the "Effective Time").

3. General Effect of Merger. The following shall occur at the Effective Time:

A. The separate existence and organization of the LLC shall cease;

B. All property, real, personal and mixed, owned by the Company and the LLC, respectively, shall vest in the Company;

C. All debts, liabilities, obligations and duties of the Company and the LLC, respectively, shall become the debts, liabilities, obligations and duties of the Company, and all liens upon any property of either the Company or the LLC shall be preserved unimpaired and may be enforced against the Company to the same extent as if the debts, liabilities, obligations and duties had been incurred or contracted by the Company;

D. An action or proceeding pending, if any, against either the Company or the LLC may be continued as if the Merger had not occurred, or the Company may be substituted as a party to the action or proceeding; and

E. Unless otherwise required by applicable law, the LLC shall not be required to wind up its affairs or to pay its liabilities and distribute its assets.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 SEP 11 AM 1:19

4. Effect of Merger for Tax Purposes. The Merger is intended to qualify as a partnership-to-partnership conversion, such that the LLC will be treated as continuing under §708(a) of the Internal Revenue Code of 1986, as amended (the "Code"). In amplification of the foregoing, it is acknowledged that (i) the Company will continue the business, financial operations and venture of the LLC, (ii) the entity and persons who are LLC Members are to be Company Members, and (iii) the Company Members own the same relative interests in the Company that they, as LLC Members, own in the LLC.

5. Effect of Merger on Company Members and LLC Members. At the Effective Time, the membership interests of the LLC Members in the LLC shall be terminated, and the membership interests of the Company Members in the Company shall remain as set forth in the Operating Agreement of the Company. The foregoing notwithstanding and in view of the fact that the Merger is intended to qualify as a partnership-to-partnership conversion, such that the LLC will be treated as continuing under §708(a) of the Code, the respective capital accounts of the LLC Members in the LLC shall be merged with and carried over into their respective capital accounts as Company Members in the Company. Furthermore, at the Effective Time, the capital contributions that have been made by the LLC Members to the LLC prior to the Effective Time shall be deemed to have been made by the LLC Members, as Company Members, in the Company.

6. Authorized Ventures. The LLC Members, or any one of them, are hereby authorized to do or to authorize any and all acts and things as provided for in this Agreement and to do or to authorize such further acts and things as any of them may deem to be necessary or appropriate to carry out the purposes of this Agreement including, without limitation, the execution and filing of a certificate of merger, together with all such other certificates, documents, information returns and other papers that may be necessary or appropriate to effectuate the Merger in accordance with applicable law.

7. Management. The management of the Company shall continue to be vested in its Manager, John W. Coleman, whose business address is 135 Franklin Boulevard, St. George Island, Florida 32328.

8. Counterpart Execution. This Agreement may be executed in any number of counterparts or counterpart signature pages (by facsimile transmission or otherwise) each of which, when so executed, shall be deemed an original, but all of such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, this Agreement has been executed by the Company and the LLC effective as of the date first above written.

[Signatures attached next pages]

Dragon DW, LLC  
a Florida limited liability company,

By: /S/ John W. Coleman  
John W. Coleman,  
Manager

By: /S/ Jane C. Webb  
Jane C. Webb,  
Member (16.67%)

By: /S/ Jerry R. Webb  
Jerry R. Webb,  
Member (16.67%)

RM2 Investments, LLC

By: /S/ R. Marie Coleman  
R. Marie Coleman, Manager  
(33.33%)

Golden Gate Partners, LLC

By: /S/ John W. Coleman  
John W. Coleman, Manager  
(33.33%)

Dragon SAF, LLC, a Florida limited liability  
company

By: /S/ John W. Coleman  
John W. Coleman, Manager

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 SEP -5 PM 4:10

[Signatures continued next page]



By: /S/ Jane C. Webb  
Jane C. Webb,  
Member (16.67%)

By: /S/ Jerry R. Webb  
Jerry R. Webb,  
Member (16.67%)

By: R. Marie Coleman Revocable Trust

By: /S/ R. Marie Coleman  
R. Marie Coleman, Trustee,  
Member (33.33%)

By: Golden Gate Partners, LLC

By: /S/ John W. Coleman  
John W. Coleman,  
Manager  
Member (33.33%)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 SEP -5 PM 4:10