

LO2000014239

Joanne Wright, CLAS
Palmer & Cay
Requester's Name

25 Bull St
Address

Savannah, GA 31401
City/State/Zip Phone #

EFFECTIVE DATE
6/30/02

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)

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2. _____
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NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability

- ☐ Domestication
☐ Other

OTHER FILINGS

Document Examiner DCC

Updater ☐ Annual Report
☐ Fictitious Name

Updater Verifier DCC

Acknowledgement DCC

W. P. Verifier DCC
CR2E031(7/97)

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUN - 6 PM 12:51

FILED

Examiner's Initials

LO2000014239

ARTICLES OF MERGER
Merger Sheet

MERGING:

PALMER & CAY OF FLORIDA, INC., A FLORIDA CORPORATION (G46205)

into

PALMER & CAY OF FLORIDA, LLC, a Florida limited liability company
L02000014239

File date: June 6, 2002 , effective June 30, 2002

Corporate Specialist: Diane Cushing

EFFECTIVE DATE
6/30/08

ARTICLES OF MERGER
OF
PALMER & CAY OF FLORIDA, LLC
AND
PALMER & CAY OF FLORIDA, INC.

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST:

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Palmer & Cay of Florida, Inc. 76 South Laura Street Suite 1400 Jacksonville, FL 32202	Florida	Corporation

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TALLAHASSEE, FLORIDA

Florida Document/Registration Number: G46205 FEI Number: 59-2305348

SECOND:

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Palmer & Cay of Florida, LLC 25 Bull Street Savannah, GA 31401	Florida	Limited Liability Company

Florida Document/Registration Number: L02000014339 FEI Number: 59-3745270

THIRD:

The Attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.103, and/or 620.201, Florida Statutes, and was approved by the domestic corporation and

limited liability company that is a party to the merger in accordance with Chapter(s) 607 and 608, Florida Statutes.

FOURTH:

The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH:

The merger is permitted under the laws of the State of Florida and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

SIXTH:

The merger shall become effective as of June 30, 2002.

SEVENTH:

The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.


Executed this 30~~th~~ day of June, 2002.

PALMER & CAY OF FLORIDA, LLC

By: 
David M. Hofele, Manager

PALMER & CAY OF FLORIDA, INC.

By: 
F. Michael Crowley, President

Attest: 
Stephanie T. Kern, Assistant Secretary

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TALLAHASSEE, FLORIDA

AGREEMENT & PLAN OF MERGER

OF

PALMER & CAY OF FLORIDA, LLC

AND

PALMER & CAY OF FLORIDA, INC.

The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections 607.1107, 608.4381 and /or 620.202 is being submitted in accordance with sections 607.1108, 608.438 and/or 620.201, Florida Statutes.

FIRST:

The exact name and jurisdiction of each merging party is as follows:

Name and Street Address

Jurisdiction

1. Palmer & Cay of Florida, Inc.
76 South Laura Street
Suite 1400
Jacksonville, Florida 32202

Florida

SECOND:

The exact name and jurisdiction of the surviving party is as follows:

Name and Street Address

Jurisdiction

1. Palmer & Cay of Florida, LLC
25 Bull Street
Savannah, Georgia 31401

Florida

THIRD:

The terms and conditions of the merger are as follows:

- A. Merger. The parties hereto agree that Palmer & Cay of Florida, Inc. shall be merged with and into Palmer & Cay of Florida, LLC, the "**Surviving Entity**", that upon the merger and thereafter, the individual existence of Palmer & Cay of Florida, Inc. shall cease, and that the terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect are and shall be as hereinafter set forth in this agreement.

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- B. Assets & Liabilities. All assets, liabilities and obligations of Palmer & Cay of Florida, Inc. shall transfer by operation of law and shall become the assets, liabilities and obligations of Palmer & Cay of Florida, LLC.
- C. Amendments: No amendments to the organizational documents of Palmer & Cay of Florida, LLC are required.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The shares of common voting stock of Palmer & Cay of Florida, Inc. shall cease to exist and will not effect the capital contribution of Palmer & Cay of Florida, LLC.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

No rights to acquire have been granted.

FIFTH:

The surviving limited liability company is to be managed by one or more managers and their names and addresses are as follows:

John E. Cay, III
25 Bull Street
Savannah, Georgia 31401

F. Michael Crowley
25 Bull Street
Savannah, Georgia 31401

Karen J. Lehman
25 Bull Street
Savannah, Georgia 31401

David M. Hofele
25 Bull Street
Savannah, Georgia 31401

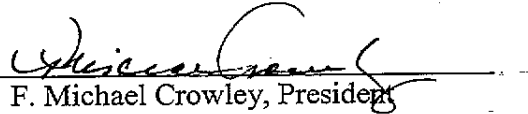
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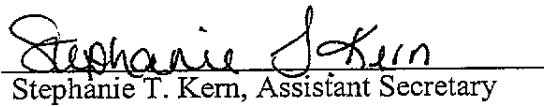
This Plan was made and entered into this 30th day of June, 2002 by and between the entities hereinabove named.

PALMER & CAY OF FLORIDA, LLC

By: 
David M. Hofele, Manager

PALMER & CAY OF FLORIDA, INC.

By: 
F. Michael Crowley, President

Attest: 
Stephanie T. Kern, Assistant Secretary

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TALLAHASSEE, FLORIDA