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MERGER OR SHARE EXCHANGE

MERE HOLDING COMPANY, LLC

Certificate of Status	0
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Page Count	04
Estimated Charge	\$113.75

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ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Sections 608.438 and 608.4382, Florida Statutes.

FIRST: The exact name, street address of the 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>
Gray & Foland Investments, LLC 2228 Reiser Avenue New Philadelphia, Ohio 44663 Florida Document Number: L03000022950	Florida	limited liability company
Mere Holding Company, LLC 2525 Hempel Avenue Windermere, Florida 34786 Florida Document Number: L02000033097	Florida	limited liability company

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Mere Holding Company, LLC 2525 Hempel Avenue Windermere, Florida 34786	Florida	limited liability company

THIRD: The attached Plan of Merger meets the requirements of Sections 608.438 and 608.4382, Florida Statutes, and was approved by the merging party in accordance with Chapter 608, Florida Statutes, and was approved by the surviving party in accordance with Chapter 608, Florida Statutes.

FOURTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

SIXTH: The merger is permitted under 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.

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SEVENTH: Signatures for each party:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Gray & Foland Investments, LLC	By: <u>Kevin E Gray</u>	Kevin E. Gray, Member
Mere Holding Company, LLC	By: <u>Kevin E Gray</u>	Kevin E. Gray, Manager

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SECRETARY OF STATE
TALLAHASSEE, FLA 32301

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**PLAN OF MERGER OF
GRAY & FOLAND INVESTMENTS, LLC
WITH AND INTO
MERE HOLDING COMPANY, LLC**

THIS PLAN OF MERGER (the "Plan of Merger") shall be effective as of the date of filing of Articles of Merger with the Secretary of State of the State of Florida (the "Effective Date"), by and between GRAY & FOLAND INVESTMENTS, LLC, a Florida limited liability company ("Gray & Foland") and MERE HOLDING COMPANY, LLC, a Florida limited liability company ("Mere Holding Company").

1. **Recitals.** All of the Members of Gray & Foland have resolved that Gray & Foland be merged, pursuant to Section 608.438 of the Florida Statutes, with and into Mere Holding Company, which limited liability company will be the "Surviving Entity."

2. **Merger.** The Members of Gray & Foland hereby agree that Gray & Foland, at the Effective Date, shall be merged with and into Mere Holding Company (the "Merger").

3. **Effects of Merger.** On the Effective Date, the separate existence of Gray & Foland shall cease and Gray & Foland shall be merged with and into Mere Holding Company which, as the Surviving Entity, shall possess all the rights, privileges, powers and franchises of a public as well as private nature, and be subject to all restrictions, disabilities and duties of Gray & Foland and all and singular, the rights, privileges, powers and franchises of Gray & Foland, and all property, real, personal and mixed, and all debts due to Gray & Foland on whatever account, and all other things in action or belonging to Gray & Foland, shall be vested in Mere Holding Company, and all property, rights, privileges, powers and franchises and all and every other interest shall hereafter effectually be the property of Mere Holding Company as they were of Gray & Foland, and the title to any real estate vested by deed or otherwise under the laws of the State of Florida or any other jurisdiction in Gray & Foland shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Gray & Foland shall be preserved unimpaired, and all debts, liabilities and duties of Gray & Foland shall thereafter attach to Mere Holding Company and may be enforced against Mere Holding Company to the same extent as if said debts, liabilities and duties had been incurred or contracted by Mere Holding Company. At any time, or from time to time, after the Effective Date, the Managing Member or the last Members of the Surviving Entity may, in the name of Gray & Foland, execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as the Surviving Entity may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Entity title to and possession of all of Gray & Foland's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purpose of this Plan of Merger.

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4. Name of Surviving Entity; Articles of Organization; Operating Agreement.

4.1 Name of Surviving Entity. The name of the Surviving Entity from and after the Effective Date shall be Mere Holding Company, LLC.

4.2 Articles of Organization. The Articles of Organization of Mere Holding Company, as in effect on the date hereof, shall from and after the Effective Date be and continue to be the Articles of Organization of the Surviving Entity until changed or amended as provided by law.

4.3 Operating Agreement. The Operating Agreement of Mere Holding Company, from and after the Effective Date, shall be the Operating Agreement of the Surviving Entity until changed or amended, in accordance with the terms thereof.

5. Member Interests. No additional membership interests will be issued to the respective members of the merging entities.

6. Management of Surviving Entity. Management of the Surviving Entity is vested in its Managers. The names and business addresses of such Managers are:

Kevin E. Gray 172 Arrowhead Drive
Gnadenhuetten, Ohio 44629

David A. Ballinger 2525 Hempel Avenue
Windermere, Florida 34786-8307

7. Termination. This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger and whether before or after approval of this Plan of Merger by the directors of Gray & Foland or the Members of Mere Holding Company, if the Members of Gray & Foland or the Members of Mere Holding Company duly adopt a resolution abandoning this Plan of Merger.

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