

L030000033383

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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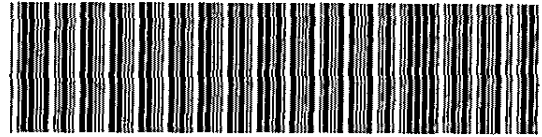
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Entity

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SECRETARY OF STATE
TALLAHASSEE, FL

money

merger nk

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BURR & FORMAN LLP

ATTORNEYS AND COUNSELORS

Lori Tipson
Direct Dial: (404) 685-4327
Email: ltipson@burr.com

Post Office Box 54617
Atlanta, Georgia 30308

(404) 815-3000
(404) 817-3244 (Fax)

August 24, 2004

VIA FEDERAL EXPRESS

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: First Home Buyers, LLC, Registration No. L03000033383

Dear Sir/Madam:

Enclosed please find the following documents for processing for the above-referenced entity:

1. Original and one conformed copy of the Articles of Merger;
2. Plan of Merger;
3. A check payable to the Florida Department of State in the amount of \$2500 for the filing fee.

We request that you file the Articles of Merger, issue a Certificate of Merger and take such other actions as are required by the law to effectuate the merger of this limited liability company. Please return to the undersigned the conformed copy of the Articles of Merger with the Certificate of Merger.

Please notify the undersigned at 404/685-4327 if there are any questions about these documents.

Sincerely,



Lori Tipson
Legal Secretary

LAT
Enclosures

Birmingham
SouthTrust Tower
420 North Twentieth Street, Suite 3100
Birmingham, Alabama 35203
(205) 251-3000
180269

Montgomery
RSA Tower
201 Monroe Street, Suite 1950
Montgomery, Alabama 36104
(334) 241-7000

Atlanta
171 Seventeenth Street N.W.
Suite 1100
Atlanta, Georgia 30363
(404) 815-3000

Jackson
210 East Capitol Street
Suite 2120
Jackson, Mississippi 39201
(601) 355-3434

BURR & FORMAN LLP

ATTORNEYS AND COUNSELORS

Lori Tipson
Direct Dial: (404) 685-4327
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Post Office Box 54617
Atlanta, Georgia 30308

(404) 815-3000
(404) 817-3244 (Fax)

August 31, 2004

VIA FEDERAL EXPRESS

Diane Cushing
Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: First Home Buyers, LLC, Registration No. L03000033383

Dear Diane:

Per our telephone conversation yesterday, enclosed please find a check in the amount of \$25.00 for the additional filing fee of the merger documents.

Please notify the undersigned at 404/685-4327 if there are any questions about these documents.

Sincerely,



Lori Tipson
Legal Secretary

LAT
Enclosure

Birmingham
SouthTrust Tower
420 North Twentieth Street, Suite 3100
Birmingham, Alabama 35203
(205) 251-3000
180622

Montgomery
RSA Tower
201 Monroe Street, Suite 1950
Montgomery, Alabama 36104
(334) 241-7000

Atlanta
171 Seventeenth Street N.W.
Suite 1100
Atlanta, Georgia 30363
(404) 815-3000

Jackson
210 East Capitol Street
Suite 2120
Jackson, Mississippi 39201
(601) 355-3434

ARTICLES OF MERGER

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 each merging party are as follows:

Name and Street Address	Jurisdiction	Entity Type
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1. First Home Buyers, LLC	Florida	LLC
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2860 South East Pace Drive		
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Port St. Lucie, FL 34984		
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Florida Document/Registration Number: L03000033383	FEI Number: 331069784
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2.		
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Florida Document/Registration Number:	FEI Number:
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FLORIDA
SECRETARY OF STATE

(Attach additional sheet(s) if necessary)

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>
First Home Buyers of GA, LLC	Georgia	LLC
211 Wolf Dancer Court		
Woodstock, GA 30189		

Florida Document/Registration Number: N/A FEI Number: _____

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapters 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions 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.

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

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

Name of Entity

Signature(s)

Typed or Printed Name of Individual

First Home Buyers, LLC

Robert H. Trent, Manager

(Attach additional sheet(s) if necessary)

**ARTICLES OF MERGER
OF
FIRST HOME BUYERS, LLC
INTO FIRST HOME BUYERS OF GA., LLC
(Under Section 14-11-904 of the Georgia Business Corporation Code)**

IT IS HEREBY CERTIFIED, on behalf of each of the constituent limited liability companies herein named, as follows:

FIRST: The name of the constituent limited liability company, which is to be the surviving limited liability company is First Home Buyers of Ga., LLC, a Georgia limited liability company which filed its Articles of Organization on February 19, 2003 (the "Company").

SECOND: The name of the limited liability company which is being merged into the Company is First Home Buyers, LLC, a Florida limited liability company (hereinafter referred to as "FHB").

THIRD: An Agreement and Plan of Merger, which is hereinafter sometimes referred to as the "Plan of Merger," setting forth the terms and conditions of the merger of FHB into the Company and the manner and basis for converting the membership units of FHB into membership units of the Company (the "Merger"), has been adopted and approved by the sole member of FHB in accordance with Section 14-11-903 of the Georgia Business Corporation Code and Section 608.4381, Florida Statutes. An executed copy of the Plan of Merger is on file at the principal place of business of the Company which is located at 211 Wolf Dancer Court, Woodstock, Georgia 30189. A copy of the Plan of Merger will be furnished by the Company, on request and without cost, to any member of either FHB or the Company. The effective date of the Merger is the date these Articles of Merger are filed with the Secretary of State of Georgia.

FOURTH: The Plan of Merger has been adopted and approved by the sole member of FHB in accordance with Section 14-11-903 of the Georgia Business Corporation Code and Section 608.4381, Florida Statutes.

FIFTH: The Plan of Merger has been approved by the sole member of the Company in accordance with Section 14-11-903 of the Georgia Business Corporation Code.

SIXTH: The Articles of Organization of the Company are hereby amended to change the name of the limited liability company from "First Home Buyers of Ga., LLC" to "First Home Buyers, LLC."

IN WITNESS THEREOF, the undersigned has executed these Articles of Merger on this 24th day of August, 2004.

FIRST HOME BUYERS OF GA., LLC

By: _____

Robert H. Trent
Manager

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
First Home Buyers, LLC	Florida

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TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>
First Home Buyers of Ga., LLC	Georgia

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

As disclosed in the Plan of Merger.

(Attach additional sheet(s) if necessary)

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:

Each membership unit of the merging LLC will be exchanged for a membership unit in the surviving 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:

There are no outstanding rights to acquire interests, shares, obligations or other securities of the merging LLC.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

Not applicable.

If General Partner is a Non-Individual,
Florida Document/Registration Number

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TALLAHASSEE, FLORIDA

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Robert H. Trent
211 Wolf Dancer Court
Woodstock, GA 30189

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

None required other than as already disclosed above in this Plan of Merger.

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TALLAHASSEE, FLORIDA

EIGHTH: Other provisions, if any, relating to the merger:

Upon the filing of the Articles of Merger with the Secretary of State of Georgia, the surviving LLC shall amend its Articles of Organization to change its name to "First Home Buyers, LLC."

(Attach additional sheet(s) if necessary)