

L04000005089

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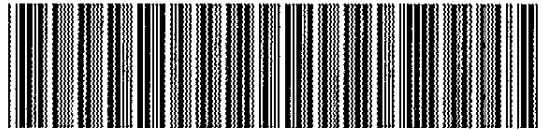
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STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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04 JAN 28 AM 7:37  
TALLAHASSEE, FLORIDA  
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FILED  
04 JAN 28 AM 8:11  
TALLAHASSEE, FLORIDA  
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04 JAN 28 AM 8:11  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(CLAUDE R. WALKER, ESQ.)  
HUEY, GUILDAY & TUCKER, P.A.  
P. O. BOX 12500  
TALLAHASSEE, FL 32317-2500

Address

Attn: Julie 224-7091  
City/State/Zip Phone #

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

- E.M.W. II, LLP to  
1. Mercer, LLC Article of Merger  
(Corporation Name) (Document #)  
2. \_\_\_\_\_  
(Corporation Name) (Document #)  
3. \_\_\_\_\_  
(Corporation Name) (Document #)  
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time Julie @ 224-7091  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certified Copy  
☐ Certificate of Status

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

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., 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 Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

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

Examiner's Initials

## 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:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Mercer, LLC 1708 Metropolitan Blvd. Tallahassee, FL 32308	Florida	LLC

Florida Document/Registration Number: L04000005089 FEI Number: Applied for

2. E.M.W. II, LLP 1708 Metropolitan Blvd. Tallahassee, FL 32308	Florida	LLP
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Florida Document/Registration Number: GP0200002212  
LLP 0200002341 FEI Number: 4le-0510727

**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>
Mercer, LLC 1708 Metropolitan Blvd. Tallahassee, FL 32308	Florida	LLC

Florida Document/Registration Number: L04000005089 FEI Number: Applied for

**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 Chapter(s) 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.

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

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

**ELEVENTH:**

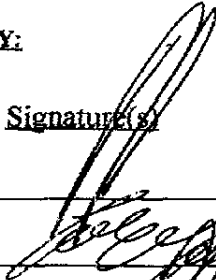
**SIGNATURE(S) FOR EACH PARTY:**

Name of Entity

Signature(s)

Typed or Printed Name of Individual

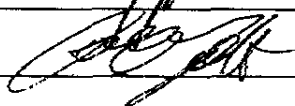
Mercer, LLC



Michael A. Grimsley

T. Cole Forsyth  
(Its members)

E.M.W. II, LLP



Michael A. Grimsley

T. Cole Forsyth  
(Partners)

## PLAN OF MERGER

FILED  
04 JAN 28 AM 8:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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>
Mercer, LLC	Florida
E.M.W., II, LLP	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Mercer, LLC	Florida

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

E.M.W. II, LLP shall merge with Mercer, LLC and Mercer, LLC shall be the sole surviving entity. The partners of E.M.W. II, LLP are Michael A. Grimsley and T. Cole Forsyth, each owning a 50% interest in E.M.W. II, LLP. The membership interest in Mercer, LLC is owned 50% by Michael A. Grimsley and 50% by T. Cole Forsyth. After the merger, Michael A. Grimsley and T. Cole Forsyth shall continue to own 50% each of the membership interest in Mercer, LLC.

**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 membership interest in Mercer, LLC after the merger shall be:

Michael A. Grimsley	50%
T. Cole Forsyth	50%

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:

N/A

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) (and, if general partner is a non-individual, the Florida Document/Registration Number) are as follows:

N/A

**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:

Michael A. Grimsley  
1400 Dutch Valley Place, Suite 100  
Atlanta, GA 30324

T. Cole Forsyth  
1400 Dutch Valley Place, Suite 100  
Atlanta, GA 30324

**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:

N/A

**EIGHTH:** Other provisions, if any, relating to the merger: None.

Dated January 14, 2004

E.M.W. II, LLP

Michael A. Grimsley

T. Cole Forsyth

Its Partners

MERCER, LLC

Michael A. Grimsley

T. Cole Forsyth

Its Members