

L04 000045933

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)



PICK-UP



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(Business Entity Name)

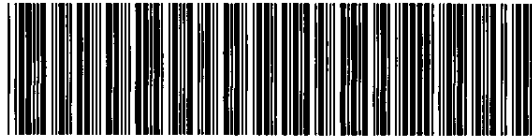
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06 DEC 28 AM 11:21

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

06 DEC 28 PM 12:39

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12/29/06

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: H+G Properties, LLC
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

EFFECTIVE DATE
12/29/06

Please return all correspondence concerning this matter to:

Kimberly L. King
(Contact Person)

Hayward + Grant, P.A.
(Firm/Company)

2121-G Killarney Way
(Address)

Tallahassee, FL 32309
(City, State and Zip Code)

For further information concerning this matter, please call:

Ed Wood at (850) 386-4400
(Name of Contact Person) (Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
06 DEC 28 PM 12:36
TALLAHASSEE, FLORIDA

This instrument prepared by
Hayward & Grant, P.A.
Kimberly L. King, Esq.
2121-G Killarney Way
Tallahassee, FL 32309
LCPA Parcel ID No. 110250 C0010

FILED
06 DEC 28 PM 12:39
CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12/29/06

CERTIFICATE OF MERGER

The following certificate of merger is being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.2108, 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. H&G Properties, LLC 2121-G Killarney Way Tallahassee, FL 32309 Florida Document/Registration Number: L04000045933	Florida FEI Number: 201269757	Limited Liability Company
2. H&G Partners 2121-G Killarney Way Tallahassee, Florida 32309 Florida Document/Registration Number: None.	Florida FEI Number: None.	General Partnership

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>
H&G Properties, LLC 2121-G Killarney Way Tallahassee, FL 32309 Florida Document/Registration Number: L04000045933	Florida FEI Number: 201269757	Limited Liability Company

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.2106, 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 the surviving entity is another business entity formed, organized, or incorporated under the laws of any state, country, or jurisdiction other than the state of Florida, and is not authorized to transact business in this state, 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, 620.2114, 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), Florida Statutes.




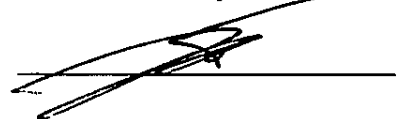
EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of: December 29, 2006.

TENTH: The Certificate of Merger complies and was executed in accordance with the laws of each party's applicable jurisdiction.

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ELEVENTH: SIGNATURES FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
H&G Properties, LLC		Blake Hayward Managing Member
		John A. Grant Managing Member
H&G Partners		Blake Hayward General Partner
		John A. Grant General Partner

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 620.2107, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.2108, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
H&G Properties, LLC	Florida
H&G Partners	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
H&G Properties, LLC	Florida

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

As of the Effective Date: (1) H&G Partners shall be merged with and into H&G Properties, LLC; (2) H&G Properties, LLC shall be the surviving entity; (3) each of the partners of H&G Partners shall own a Percentage Interest in H&G Properties, LLC that is the same as the percentage interest the partner had in the said Partnership immediately before the merger, subject to the provisions of the Operating Agreement of H&G Properties, LLC, as may be amended from time to time.

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: See above.

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: See above.

FIFTH 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: Not applicable.

SIXTH: Other provisions, if any, relating to the merger: A copy of the certificate of merger, certified by the Department of State, may be recorded in the official records of Leon County, Florida, in which H&G Partners holds an interest in the following real property: 2121 Killarney Way, Tallahassee, FL 32309 (Leon County Property Appraiser Parcel ID: 110250 C0010).

C:\Clients\H&G PROPERTIES, LLC\Certificate of Merger.wpd