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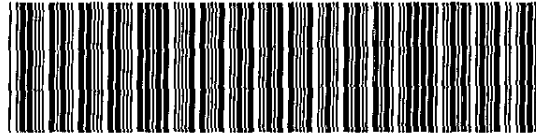
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 073448 7131731

AUTHORIZATION :

COST LIMIT : \$ 80.00

ORDER DATE : December 9, 2004

ORDER TIME : 2:36 PM

ORDER NO. : 073448-005

CUSTOMER NO: 7131731

CUSTOMER: Ms. Tracy E. Williams
Clark Partington Hart Larry
Suite 301
34990 Emerald Coast Parkway
Destin, FL 32541

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TALLAHASSEE, FLORIDA
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ARTICLES OF MERGER

NT4, LLC

INTO

SHELL SEEKERS PARTNERS, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd

EXAMINER'S INITIALS: _____

L040000072818

L040000073257

ARTICLES OF MERGER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS of Section 608.4382, *Florida Statutes*, these Articles of Merger are entered into and adopted by and between SHELL SEEKERS PARTNERS, LLC, a Florida limited liability company (hereinafter referred to as the "LLC"), and NT4, LLC, a Florida limited liability company (hereinafter referred to as "NT4"), for the purpose of merging them into one of such entities.

1. The LLC and NT4 have adopted the attached Plan of Merger.
2. After the merger, the name of the surviving entity is SHELL SEEKERS PARTNERS, LLC, and the surviving entity is a Florida limited liability company.
3. The Plan of Merger was adopted by the LLC and NT4 pursuant to Section 608.4381, *Florida Statutes*, and the Operating Agreements for the LLC and NT4.
4. The Plan of Merger was adopted on the 8th day of November, 2004, by action of the members of the LLC.
5. The Plan of Merger was adopted on the 8th day of November, 2004, by action of the sole member of NT4.
6. The Plan of Merger is effective for accounting purposes and all other purposes on the date of filing of these Articles of Merger with the Secretary of State of Florida.

Signature page to follow

Dated on the dates set forth below.

LLC:

SHELL SEEKERS PARTNERS, LLC, a Florida
limited liability company

By: Neil Thall
NEIL THALL, Member
Date: 11/8, 2004

DAVIS DUNN CONSTRUCTION, INC.

By: William B. Dunn, Jr.
William B. Dunn, Jr., President
Member
Date: 12-6, 2004

NT4:

NT4, LLC, a Florida limited liability company

By: Neil Thall
Neil Thall, Sole Member
Date: 11/8, 2004

PLAN OF MERGER

THIS IS A PLAN OF MERGER entered into between **SHELL SEEKERS PARTNERS, LLC**, a Florida limited liability company (hereinafter referred to as the “**LLC**”), and **NT4, LLC**, a Florida limited liability company (hereinafter referred to as “**NT4**”).

S T I P U L A T I O N S:

A. The LLC is a limited liability company organized and existing under the laws of the State of Florida with a mailing address of P.O. Box 4872, Santa Rosa Beach, Florida 32459 and its principal place of business at 282 Blue Mountain Beach Road, Santa Rosa Beach, FL 32459.

B. NT4 is a limited liability company organized and existing under the laws of the State of Florida with a mailing address of P.O. Box 4872, Santa Rosa Beach, Florida 32459 and its principal place of business at 282 Blue Mountain Beach Road, Santa Rosa Beach, FL 32459.

C. The member of the LLC and NT4 deems it desirable and in the best interest of the LLC and NT4 that NT4 be merged into the LLC pursuant to the provisions of Section 608.438, et seq., *Florida Statutes*.

IN CONSIDERATION OF THE MUTUAL COVENANTS AND SUBJECT TO THE TERMS AND CONDITIONS HEREINAFTER SET FORTH, THE LLC AND NT4 AGREE AS FOLLOWS:

Section 1. Merger. NT4 shall merge with and into the LLC, and the LLC shall be the surviving entity.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of NT4 shall cease, and the LLC shall succeed to all of the rights, privileges,

immunities, franchises, and all of the property, real, personal, intangible, and mixed of NT4 without the necessity for any separate transfer. The LLC shall thereafter be responsible for all of the liabilities and obligations of NT4, and neither the rights of creditors nor any liens on the property of NT4 shall be impaired by the merger.

Section 3. Conversion of the NT4 Membership Interest to Membership Interest in the LLC. The sole member of NT4 is also a member of the LLC. Therefore, the membership interest of the sole member in NT4 shall be cancelled of record and no additional Membership Interests in the LLC will be issued in exchange for the membership interest in NT4.

Section 4. Management of LLC. The LLC shall continue to managed by its members: NEIL THALL and DAVIS DUNN CONSTRUCTION, INC.

Section 5. Changes in Articles of Organization. The Articles of Organization of the LLC shall continue to be its Articles of Organization following the effective date of the merger.

Section 6. Changes in Operating Agreement. The Operating Agreement of the LLC shall continue to be its Operating Agreement following the effective date of the merger unless and until revised in accordance with the Articles of Organization and the Operating Agreement of the LLC.

Section 7. Effective Date of Merger. The effective date of this merger shall be the date of filing of the Articles of Merger with the Secretary of State of Florida.

Section 8. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Dated on the dates set forth below.

LLC:
SHELL SEEKERS PARTNERS, LLC, a Florida
limited liability company

By: Neil Thall
NEIL THALL, Member
Date: 11/8, 2004

DAVIS DUNN CONSTRUCTION, INC.

By: William B. Dunn, Jr.
William B. Dunn, Jr., President
Member
Date: 10-8, 2004

NT4:
NT4, LLC, a Florida limited liability company

By: Neil Thall
Neil Thall, Sole Member
Date: 11/8, 2004