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

1. Holly Hill Partners, LLC  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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**NEW FILINGS**

☐ Profit

☐ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

**AMENDMENTS**

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☒ Merger

**OTHER FILINGS**

☐ Annual Report

☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

Examiner's Initials

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TALLAHASSEE, FLORIDA

### ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 608.4382 of the 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. CRF - Panther IV, LLC 500 South Florida Avenue, Suite 700 Lakeland, Florida 33801	Florida	limited liability company

Florida Document/Registration Number: L03000035257  
FEI Number: 20-0229750

2. Holly Hill Partners, LLC 500 South Florida Avenue, Suite 700 Lakeland, Florida 33801	Florida	limited liability company
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Florida Document/Registration Number: L04000082097  
FEI Number: 20-1883466

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party (the "Surviving Company") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Holly Hill Partners, LLC 500 South Florida Avenue, Suite 700 Lakeland, Florida 33801	Florida	limited liability company

Florida Document/Registration Number: L04000082097  
FEI Number: 20-1883466

**THIRD:** The attached Agreement of Plan of Merger meets the requirements of Section 608.438 of the Florida Statutes, and was approved by CRF - Panther IV, LLC ("CRF") and Holly Hill Partners, LLC ("Holly Hill") in accordance with Chapter 608 Florida Statutes.

**FOURTH:** The attached Agreement of Plan of Merger was approved by Holly Hill Partners, LLC in accordance with Chapter 608 Florida Statutes.

**FIFTH:** The registered agent and the address of the registered office of the Surviving Company shall be as appears in the articles of organization of Holly Hill as on file with the office

of the Secretary of State of the State of Florida on the date of this Agreement and the current registered agents information is as follows:

MCFARLANE, PETER A  
C/O PETER A. MCFARLANE, P.A.  
500 SOUTH FLORIDA AVE., SUITE 715  
LAKELAND FL 33801

**SIXTH:** The Surviving Company agrees to pay the dissenting members of each limited liability company that is a party to the merger the amount, if any, to which they are entitled under Section 608.4384 of the Florida Statutes.

**SEVENTH:** The merger is permitted under the law of Florida and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

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

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

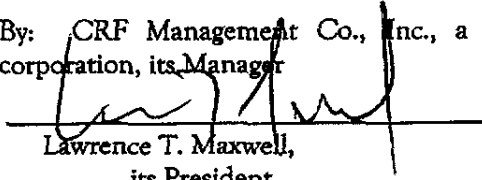
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These Articles of Merger have been executed on the 7 day of December, 2005.

"CRF":

**CRF - PANTHER IV, LLC,**  
a Florida limited liability company

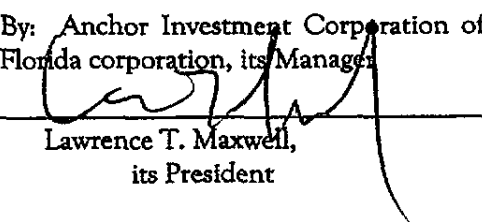
By: CRF Management Co., Inc., a Florida  
corporation, its Manager

  
\_\_\_\_\_  
Lawrence T. Maxwell,  
its President

"Holly Hill":

**HOLLY HILL PARTNERS, LLC,**  
a Florida limited liability company

By: Anchor Investment Corporation of Fla., a  
Florida corporation, its Manager

  
\_\_\_\_\_  
Lawrence T. Maxwell,  
its President

## Exhibit A

### AGREEMENT OF PLAN OF MERGER

This Agreement of Plan of Merger ("Plan"), dated December 7, 2005, is among CRF - Panther IV, LLC, a Florida limited liability company ("CRF") and Holly Hill Partners, LLC, a Florida limited liability company ("Holly Hill"), which was adopted and approved by each party to the merger in accordance with section 608.4381 and is being submitted in accordance with section 608.438, Florida Statutes. CRF and Holly Hill are herein sometimes collectively referred to as the "Constituent Companies."

### RECITALS

This Plan is made with reference to the following facts and circumstances existing as of the date hereto:

- (a) CRF is a limited liability company organized and existing under the laws of the State of Florida;
- (b) Holly Hill is a limited liability company organized and existing under the laws of the State of Florida;
- (c) T & A Family Partnership, Ltd ("T & A") is the sole member of CRF and the entire membership interests of CRF is held exclusively by T & A ("CRF Interest");
- (d) T & A is the sole member of Holly Hill and the entire membership interests of CRF Holly Hill is held exclusively by T & A ("Holly Hill Interest");
- (e) The sole members of the Constituent Companies deem it advisable and in the best interests of the sole member of the Constituent Companies that Holly Hill acquire CRF through a merger (herein sometimes referred to as the "Merger") of CRF with and into Holly Hill, and do hereby agree that CRF and Holly Hill be merged into a single company which shall be Holly Hill, one of the Constituent Companies, pursuant to 608 of the Florida Statutes, and do hereby agree upon, prescribe and set forth the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and the basis of converting the membership interest of CRF into the membership interest of Holly Hill, as follows:

### SECTION I

#### NAME OF MERGING COMPANIES; NAME OF SURVIVING COMPANY

##### 1.1 *Merging Companies:*

<u>Name</u>	<u>Jurisdiction</u>
CRF-Panther IV, LLC 500 South Florida Avenue, Suite 700 Lakeland, Florida 33801	Florida

Holly Hill Partners, LLC  
500 South Florida Avenue, Suite 700  
Lakeland, Florida 33801

Florida

**1.2 *Surviving company.***

**Name**

**Jurisdiction**

Holly Hill Partners, LLC  
500 South Florida Avenue, Suite 700  
Lakeland, Florida 33801

Florida

**SECTION II  
SURVIVING COMPANY; GOVERNING ORGANIZATION DOCUMENTS; MANAGER**

**2.1 *Surviving Company.*** At the time of the Merger, CRF shall be merged with and into Holly Hill. Holly Hill shall be the surviving company in the Merger (sometimes hereinafter referred to as the "Surviving Company"), and the separate existence of CRF shall cease.

**2.2 *Purpose, Registered Agent, Governing Organization Documents.***

a. The purposes, the registered agent, the address of the registered office and the membership interests of the Surviving Company shall be as appears in the articles of organization of Holly Hill as on file with the office of the Secretary of State of the State of Florida on the Effective Date. From and after the Effective Date, and until further amended, altered, or restated as provided by law, the articles of organization separate and apart from this Plan shall be and may be separately certified as the articles of organization of the Surviving Company.

b. The operating agreement of Holly Hill in effect on the Effective Date, if any, shall be the operating agreement of the Surviving Company until it shall be altered, amended, or replaced or until a new operating agreement is adopted as provided therein.

**2.3 *Manager.*** The person who upon the Effective Date constitutes the manager of Holly Hill shall be the person constituting the manager of the Surviving Company on the Effective Date, and the name and address of this manager shall be as follows:

Anchor Investment Corporation of Fla.  
500 South Florida Avenue, Suite 700  
Lakeland, Florida

If, on the Effective Date of the merger, the position of manager of Holly Hill is vacant, that vacancy may be filled in the manner provided in the operating agreement of the Surviving Company or in accordance with the Florida Statutes.

### SECTION III EFFECT OF MERGER ON MEMBERSHIP INTEREST OF THE CONSTITUENT CORPORATIONS

On the Effective Date of the Merger, all of the CRF Interest shall be cancelled such that T & A, the sole member of Holly Hill remains the sole member of all of membership interest of the Surviving Company. The Surviving Company agrees to pay the dissenting members, if any, of each limited liability company that is a party to the merger the amount, if any, to which they are entitled under Section 608.4384 of the Florida Statutes.

### SECTION IV MEMBER APPROVAL

This Plan was submitted for consideration to the sole member of each of the Constituent Companies for their consent and approval in accordance with Sections 608.4381 of the Florida Statutes, and if adopted by the requisite votes of the sole member of each of the Constituent Companies, it shall be signed by the members, or authorized agent of the members of each of the Constituent Companies. As promptly as practicable, this Plan shall be certified by the manager of Holly Hill, and the appropriate Articles of Merger, and such other documents as are necessary to consummate the merger shall be signed, acknowledged, and filed pursuant to the laws of the State of Florida. This Plan so adopted and acknowledged shall be on file in the office of the Surviving Company and the Manager and sole member of each of the Constituent Companies shall execute all such other documents and shall take all such other action as may be necessary to make this Plan effective. This Plan of Merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date")

### SECTION V EFFECT OF MERGER

**5.1 *Surviving Company/Principal Office.*** At the time of the Merger, the separate existence of CRF shall cease, and the company existence and identity of Holly Hill shall continue as the Surviving Company. The Surviving Company's principal office will be located at 500 South Florida Avenue, Suite 700, Lakeland, Florida 33801.

**5.2 *Effect of Merger.*** The Surviving Company, without further action, shall succeed to all the rights, privileges, powers and franchises of a public as well of a private nature, and be subject to all restrictions, disabilities and duties, of each of the Constituent Companies; and all rights, privileges, powers and franchises of each of the Constituent Companies, and all property, real, personal and mixed, and all debts due to each Constituent Companies on whatever account, as



well for stock subscriptions as all other things in action or belonging to each Constituent Company, shall be vested in the Surviving Company.

#### **SECTION VI ABANDONMENT OF MERGER**

Notwithstanding the approval of this Plan by the sole Members of Holly Hill and CRF, the Merger may be abandoned and this Plan of Merger may terminate at any time prior to the filing of the Certificate or Articles of Merger with the Florida Secretary of State by mutual agreement of the Boards of Directors of the Constituent Companies.

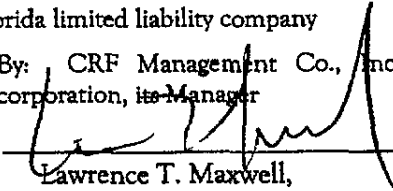
[Execution if begins on the following page]

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be signed in their respective company names by their respective duly authorized members or managers, all as of the day and year first above written.

"CRF":

CRF - PANTHER IV, LLC,  
a Florida limited liability company

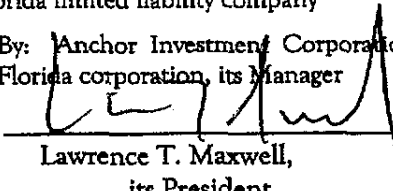
By: CRF Management Co., Inc., a Florida  
corporation, its Manager

  
\_\_\_\_\_  
Lawrence T. Maxwell,  
its President

"Holly Hill":

HOLLY HILL PARTNERS, LLC,  
a Florida limited liability company

By: Anchor Investment Corporation of Fla., a  
Florida corporation, its Manager

  
\_\_\_\_\_  
Lawrence T. Maxwell,  
its President

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