

L05000070197

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I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Gray's College Bookstore Holdings, LLC, a Kentucky limited liability company

Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Janis M. Howard

Contact Person

Middleton Reutlinger

Firm/Company

401 S. 4th Street, Suite 2600

Address

Louisville, KY 40202

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Janis M. Howard

at (502) 625-2742

Name of Contact Person

Area Code

Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

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

CR2E080 (2/14)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 18, 2019

JANIS M. HOWARD
MIDDLETON REUTLINGER
401 S. 4TH STREET - STE. 2600
LOUISVILLE, KY 40202

SUBJECT: GRAY'S NEW VENTURES, LLC
Ref. Number: L05000070797

We have received your document for GRAY'S NEW VENTURES, LLC and your check(s) totaling \$170.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 519A00012147

**ARTICLES OF MERGER
OF
GRAY'S NEW VENTURES, LLC,
A FLORIDA LIMITED LIABILITY COMPANY
INTO AND WITH
GRAY'S COLLEGE BOOKSTORE HOLDINGS, LLC,
A KENTUCKY LIMITED LIABILITY COMPANY**

The following Articles of Merger is submitted to be filed with the Florida Department State in accordance with Section 605.1025, Florida Statutes:

1. The name of the merging entity is **Gray's New Ventures, LLC, a Florida limited liability company.**
2. The name of the surviving entity is **Gray's College Bookstore Holdings, LLC, a Kentucky limited liability company.**
3. The undersigned certify that a Plan of Merger has been approved and executed by each of the entities which are to merge in accordance with Sections 605.1021-605.1026, Florida Statutes, and by Section 275.355, Kentucky Revised Statutes.
4. The surviving entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process serviced pursuant to Section 605.0117 and Chapter 48, Florida Statutes is 1404 S. Shelby Street, Louisville, Kentucky 40217.
5. The effective date of the merger shall be the date of filing of these Articles of Merger.

[Signature page follows]

2017 JUN 21 PM 2:10

The undersigned have duly executed this Certificate of Merger as of this 15th day of February, 2019.

GRAY'S NEW VENTURES, LLC.
A FLORIDA LIMITED LIABILITY COMPANY

By: _____

Charles Gray, Member

GRAY'S COLLEGE BOOKSTORE HOLDINGS, LLC,
A KENTUCKY LIMITED LIABILITY COMPANY

By: _____

Charles Gray, Member

Document Prepared By:

Jason P. Woodall, Esq.
Middleton Reutlinger
401 S. Fourth Street, Suite 2600
Louisville, KY 40202

AGREEMENT AND PLAN OF MERGER
OF
GRAY'S NEW VENTURES, LLC
INTO AND WITH
GRAY'S COLLEGE BOOKSTORE HOLDINGS, LLC

This **AGREEMENT AND PLAN OF MERGER** (this "Agreement") is made and entered into this 31st day of December 2018, by and between **GRAY'S NEW VENTURES, LLC**, a Florida limited liability company (the "Merging Entity"), and **GRAY'S COLLEGE BOOKSTORE HOLDINGS, LLC**, a Kentucky limited liability company (the "Surviving Entity").

RECITALS

WHEREAS, the Members of the Merging Entity and the Members of the Surviving Entity have determined unanimously that it is in the best interest of each of the Merging Entity and the Surviving Entity, respectively, to enter into this Agreement, pursuant to which the Merging Entity will be merged with and into the Surviving Entity; and

WHEREAS, the Members of the Merging Entity has adopted and authorized, and the Sole Member and Manager of the Surviving Entity has approved and authorized, this Agreement.

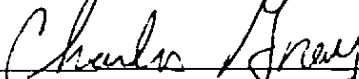
NOW, THEREFORE, in consideration of the premises and of the mutual agreements and covenants herein contained, the parties hereby agree as follows:

1. Subject to the terms and conditions of this Agreement, the Merging Entity shall be merged with and into the Surviving Entity in accordance with the provisions of Section 275.345 of the Kentucky Limited Liability Company Act and Sections 605.1021 through 605.1026 of Florida Code (the "Merger"). The separate existence and organization of the Merging Entity shall cease once the merger takes effect. The name of the surviving entity to the merger shall be *Gray's College Bookstore Holdings, LLC*.
2. The Surviving Entity shall succeed and possess all of the assets, liabilities, rights, privileges, powers and interests of the Merging Entity.
3. The manner and basis for converting the interests of the Merging Entity into interests of the Surviving Entity shall be as follows:
 - (i) Each membership interest in Merging Entity that is issued and outstanding immediately before the merger shall, by virtue of the merger, be converted into one membership interest in the Surviving Entity and be added to the existing Surviving Entity membership interests.
 - (ii) Each membership interest in Surviving Entity shall continue to exist.
4. The Surviving Entity will continue to retain its status as an entity offering limited liability to its equity owners after the merger has been completed.

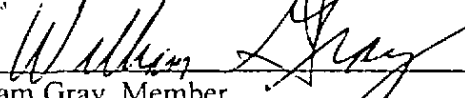
IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first written above.

"Merging Entity":

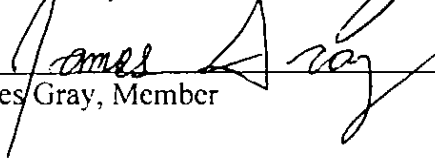
GRAY'S NEW VENTURES, LLC



Charles Gray, Member



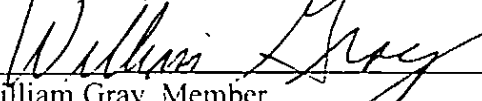
William Gray, Member



James Gray, Member

"Surviving Entity":

**GRAY'S COLLEGE BOOKSTORE
HOLDINGS, LLC**

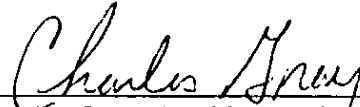


William Gray, Member




James Gray, Member

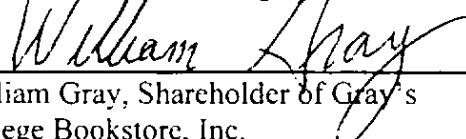
Gray's College Bookstore, Inc., Member:



Charles Gray, President and Director of
Gray's College Bookstore, Inc.



Ellen Gray, Vice President, Secretary, and
Director of Gray's College Bookstore, Inc.



William Gray, Shareholder of Gray's
College Bookstore, Inc.