

W5000071715

Florida Department of State
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(b) merger

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9/13

(((H05000217879 3)))

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M. HODGES

To: (850) 245-6030
Division of Corporations
Fax Number : (850) 205-0380

From:
Account Name : FOLEY & LARDNER
Account Number : 072720000061
Phone : (904) 359-2000
Fax Number : (904) 359-8700

To: Michelle Hodges
Please retain the date of 9/13/05.
Thank you.

056394/0102

Return to Carolyn Smith

MERGER OR SHARE EXCHANGE

301 LAND INVESTMENTS, LLC

08/02/05
01038 009

Certificate of Status	0
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Page Count	03
Estimated Charge	\$1375

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 14, 2005

301 LAND INVESTMENTS, LLC
2806 US HIGHWAY 90 WEST, SUITE 101
LAKE CITY, FL 32055

SUBJECT: 301 LAND INVESTMENTS, LLC
REF: L05000071715

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must include the Plan of Merger and the name and address of the Manager/Managing Member of the surviving entity.

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) 245-6967.

Michelle Hodges
Document Specialist

FAX Aud. #: H05000217879
Letter Number: 505A00056754

FAX AUDIT NO.: H05000217879

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 608.4382, 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>
301 Land Investments, LLC company 2806 US Highway 90 West, Suite 101 Lake City, FL 32055 Florida Document/Registration Number L05000071715	Florida	limited liability FEIN Number: _

301 Land Investments, LLC company One Independent Drive, Suite 1300 Jacksonville, FL 32202-5017 Attn: John T. Sefton Florida Document/Registration Number <u>L05000087545</u> assigned)	Florida	limited liability (No FEIN #
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SECOND: The exact name, street address of its principal office, jurisdiction and entity type for the surviving entity is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
301 Land Investments, LLC company 2806 US Highway 90 West, Suite 101 Lake City, FL 32055 Florida Document/Registration Number L05000071715	Florida	limited liability FEIN Number

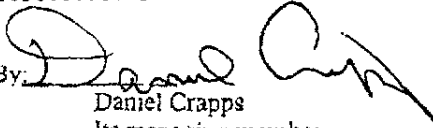
THIRD: The attached Plan of Merger meets the requirements of section 608.438, Florida Statutes and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: The merger is permitted under the laws of Florida as is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

FIFTH: The merger will become effective as of the date the Articles of Merger are filed with the Florida Department of State.

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

301 Land Investments, LLC, being Florida limited liability company bearing document number L05000071715

By: 
Daniel Crapps
Its managing member

301 Land Investments, LLC, being Florida limited liability company bearing document number L05000087545

By: _____
John T. Sefton, its manager

Benjamin W. Griffith, III
Its sole member

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 05 SEP 13 PM 4:03
 SECRETARY OF STATE
 TALLAHASSEE
 FLORIDA

FAX AUDIT NO.: H05000217879

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 608.4382, 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>
301 Land Investments, LLC 2806 US Highway 90 West, Suite 101 Lake City, FL 32055 Florida Document/Registration Number L05000071715	Florida	limited liability company FEIN Number: _____
301 Land Investments, LLC One Independent Drive, Suite 1300 Jacksonville, FL 32202-5017 Attn: John T. Sefton Florida Document/Registration Number L05000087545	Florida	limited liability company (No FEIN # assigned)

SECOND: The exact name, street address of its principal office, jurisdiction and entity type for the surviving entity is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
301 Land Investments, LLC 2806 US Highway 90 West, Suite 101 Lake City, FL 32055 Florida Document/Registration Number L05000071715	Florida	limited liability company FEIN Number: _____

THIRD: The attached Plan of Merger meets the requirements of section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: The merger is permitted under the laws of Florida as is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.


FIFTH: The merger will become effective as of the date the Articles of Merger are filed with the Florida Department of State.

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

301 Land Investments, LLC, being Florida limited liability company bearing document number L05000071715

301 Land Investments, LLC, being Florida limited liability company bearing document number L05000087545

By: _____
Daniel Crapps
Its managing member

By: _____
John T. Sefton, its manager

Benjamin W. Griffith, III
Its sole member

FAX AUDIT NO.: H05000217879

PLAN OF MERGER

The following plan of merger, 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.

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

<u>Name</u>	<u>Jurisdiction</u>
301 Land Investments, LLC (L05000071715)	Florida
301 Land Investments, LLC (L05000087545)	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
301 Land Investments, LLC (L05000071715)	Florida

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

The membership interests in L05000087545 are extinguished and canceled. In exchange for their membership interests, the members of L05000087545 are receiving cash in the amount as set forth in a purchase and sale agreement by and among the members of each entity.

The membership interests in L05000071715 are unchanged. The organizational documents of L05000071715 shall continue to governing the surviving entity.

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:

Cash distribution at closing.

B. The manner and basis of converting rights to acquire interest, shares, obligations or other securities or 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:

The membership interests in the surviving entity are unchanged and shall represent the sole ownership interests in the surviving entity.

FIFTH: The name and address of the managing member of the surviving entity are:

Daniel Crapps, 2806 US Highway 90 West, Suite 101, Lake City, FL 32055