

L05000086314

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

CLAYWOOD, LLC

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Florida Dept of State



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 19, 2005

CLAYWOOD, LLC
2338 IMMOBILE ROAD, #169
NAPLES, FL 34110

SUBJECT: CLAYWOOD, LLC
REF: L05000086314

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.

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

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) 245-6913.

Diane Cushing
Document Specialist

FAX And. #: 80500021900
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H05000219500 3

**ARTICLES OF MERGER OF
CLAYWOOD, INC.
WITH AND INTO
CLAYWOOD, LLC**

The following Articles of Merger are being submitted in accordance with sections 607.1109 and 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>
CLAYWOOD, INC. 4026 Fairway Wilmette, Illinois 60091	Illinois	Corporation
Illinois Registration Number:	55571635	FEI Number: 36-3659718

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>
CLAYWOOD, LLC 2338 Immokalee Road #169 Naples, Florida 34110	Florida	Limited Liability Company
Florida Document/ Registration Number:	L05000086314	FEI Number: Applied For

THIRD: The attached Plan of Merger meets the requirements of section 608.438 of the Florida Statutes, and was approved by the domestic limited liability company that is a party to the merger in accordance with the provisions of Chapter 608 of the Florida Statutes. The Plan of Merger was adopted by the manager and member of the surviving limited liability company on September 14, 2005.

FOURTH: The attached Plan of Merger meets the requirements of the Illinois Business Corporation Act of 1983, as amended, and was approved by the out of state corporation that is a party to the merger in accordance with sections 7.10 and 11.20 of the Illinois Business Corporation Act of 1983, as amended. The Plan of Merger was adopted by the sole shareholder of the merging corporation on September 14, 2005.

FIFTH: The merger is permitted under the laws of Illinois and under the laws of Florida and is not prohibited by the articles of incorporation or the bylaws of the corporation or

H05000219500 3

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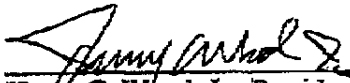
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by the operating agreement and articles of organization of the limited liability company that are parties to the merger.

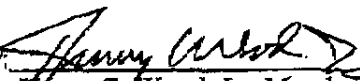
SIXTH: The merger shall become effective as of the 30th day of September, 2005.

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida and the State of Illinois.

CLAYWOOD, INC.,
an Illinois corporation,
Merging Entity


Henry C. Wood, Jr., President

CLAYWOOD, LLC
a Florida limited liability company,
Surviving Entity

BY: 
Henry C. Wood, Jr., Member and
Manager

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H05000219500 3

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") dated September 14, 2005, between Claywood, LLC, a Florida limited liability company, (the "Surviving Company"), and Claywood, Inc., an Illinois corporation, (the "Merged Corporation"), is submitted in compliance with Florida Statutes §§608.438 - 608.4383 and the provisions of the Illinois Business Corporation Act of 1983, as amended.

WITNESSETH:

WHEREAS, the Articles of Organization of Surviving Limited Liability Company were filed in the office of the Secretary of State of Florida on August 31, 2005;

WHEREAS, the Articles of Incorporation of Merged Corporation were filed in the office of the Secretary of State of Illinois on June 23, 1989;

WHEREAS, the sole member and the sole manager of Surviving Limited Liability Company and the sole shareholder of Merged Corporation have authorized the merger of Merged Corporation into Surviving Limited Liability Company pursuant to the Plan set forth herein, in the manner prescribed by applicable Florida and Illinois law;

NOW, THEREFORE, the merger of Merged Corporation into Surviving Limited Liability Company shall be accomplished as follows:

ARTICLE I**Merger**

Effective September 30, 2005 (the "Effective Date"), Merged Corporation shall be merged into Surviving Limited Liability Company and the separate existence of Merged Corporation shall cease.

ARTICLE II**Articles of Organization, Operating Agreement and Name**

The Articles of Organization and Operating Agreement of Surviving Limited Liability Company shall remain in effect and unchanged as a result of this merger. The name of the surviving entity shall be "CLAYWOOD, LLC."

ARTICLE III**Manner of Converting Shares**

(a) Each unit of the Surviving Limited Liability Company issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the merger and without any action on the part of the holder, remain outstanding as one unit.

(b) Any and all shares of Merged Corporation, by virtue of the merger and without further action on the part of the holders, shall upon the Effective Date of the merger, be deemed cancelled and extinguished and shall cease to exist.

H05000219500 3

2005 SEP 22 P 2:49
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R05000219500 3

(c) The transfer books of Merged Corporation shall be closed as of the close of business on the Effective Date and no transfer of record of any of the shares of capital stock of Merged Corporation shall take place thereafter.

(d) Any rights (if any) to acquire interests, shares, obligations or other securities of Merged Corporation as of the Effective Date, by virtue of the merger and without any action by any party or holder, shall be deemed terminated.

ARTICLE IV
Other Terms and Conditions

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) The Articles of Organization and the Operating Agreement of Surviving Limited Liability Company shall remain in effect and unchanged as a result of this merger.

(b) The manager of Surviving Limited Liability Company on the Effective Date shall remain as the manager of Surviving Limited Liability Company after the merger.

(c) Merged Corporation shall pay all expenses incident to this merger.

(d) Upon the Effective Date, the separate existence of Merged Corporation shall cease, and the Surviving Limited Liability Company shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the Merged Corporation, without the necessity for any separate transfer. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merged Corporation shall be vested in Surviving Limited Liability Company, and the title to any real estate, whether by deed or otherwise, vested in Merged Corporation shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merged Corporation shall be preserved unimpaired.

(e) Following the merger, Surviving Limited Liability Company shall cause a copy of the Articles of Merger and Plan of Merger, and such other documents as the manager of Surviving Limited Liability Company shall decide, to be filed in the office of the official who is the recording officer of each County in the State of Florida and each County in the State of Illinois in which real property, if any, of Merged Corporation is situated.

(f) If, at any time, Surviving Limited Liability Company shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Limited Liability Company, according to the terms hereof, the title to any property or rights of Merged Corporation, the proper shareholders, directors, officers and/or agents of Merged Corporation shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Limited Liability Company, and otherwise to carry out the purposes of this Plan.

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ARTICLE V
Manager

The name and the address of the manager of the Surviving Company are: Henry C. Wood, Jr. at 2338 Immokalee Road #169, Naples, Florida 34110.

ARTICLE VI
Approval of Merger

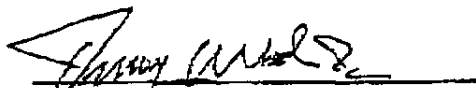
The parties do hereby acknowledge and confirm as follows:

(a) In accordance with §7.10 and §11.20 of the Illinois Statutes, this Plan has been duly adopted and approved by written consent dated September 14, 2005, by the sole shareholder of Merged Corporation, and the undersigned sole shareholder of Merged Corporation has been authorized and directed to execute same.

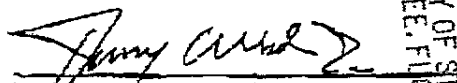
(b) In accordance with §608.4381 of the Florida Statutes, this Plan has been duly adopted and approved by written consent dated September 14, 2005, by the sole manager and the sole member of Surviving Limited Liability Company, and the undersigned manager of Surviving Limited Liability Company has been authorized and directed to execute same.

The parties have caused this Plan to be executed by their duly authorized shareholder and member as of the day and year first above-written.

CLAYWOOD, LLC,
a Florida limited liability company
"Surviving Limited Liability"


Henry C. Wood, Jr., Manager
and Member

CLAYWOOD, INC.
an Illinois corporation
"Merged Corporation"


Henry C. Wood, Jr., President and
Shareholder

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