

L05000092791

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

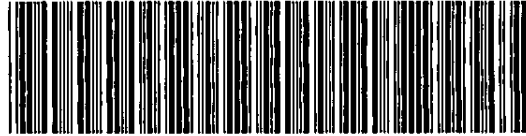
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



600271716976

04/27/15--01047--006 \*\*80.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
15 APR 27 PM 3:57

C.L.  
5-4-15

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Econ South, LLC

\_\_\_\_\_  
Name of Surviving Party

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

Please return all correspondence concerning this matter to:

John C. McVay, Jr.

\_\_\_\_\_  
Contact Person

Econ South, LLC

\_\_\_\_\_  
Firm/Company

6700 South Florida Avenue, Suite 4

\_\_\_\_\_  
Address

Lakeland, FL 33811

\_\_\_\_\_  
City, State and Zip Code

*INFO@ECONSOUTH.COM*

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

For further information concerning this matter, please call:

John C. McVay, Jr. at ( 863 ) 686-0544

\_\_\_\_\_  
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

**Articles of Merger  
For  
Florida Limited Liability Company**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

15 APR 27 PM 3:57

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
L13000177562 Kenneth W Thompson, PSM, LLC	Florida	LLC
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**SECOND:** The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
L05000092791 Econ South, LLC	Florida	LLC
_____	_____	_____

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

**FOURTH:** Please check one of the boxes that apply to surviving entity: (if applicable)

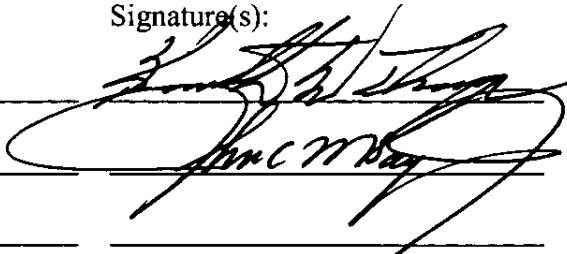
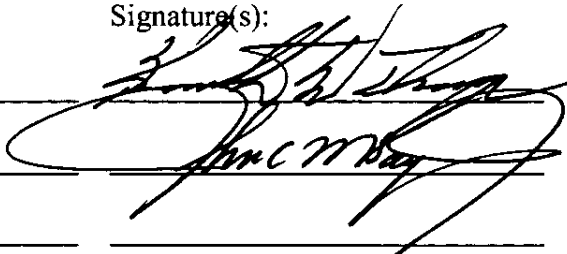
- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This 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 served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Kenneth W Thompson, PSM, LLC		Kenneth W Thompson
Econ South, LLC		John C. McVay, Jr.
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

<b>Fees:</b> For each Limited Liability Company:	✓ \$25.00 *2	For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00	<b>Certified Copy (optional):</b>	\$30.00 ✓

15 APR 27 PM 3:57  
SEC. OF STATE  
DIVISION OF CORPORATIONS & BUS. REG.

## Merger Agreement

15 APR 27 PM 3:57

**THIS MERGER AGREEMENT** ("Agreement") is made on April 01, 2015 by and between Kenneth W. Thompson, PSM, LLC, 6095 Eagle Trail, Lakeland, Florida 33811, and Econ South, LLC of 6700 South Florida Avenue, Suite 4, Lakeland, Florida 33813, a wholly owned subsidiary of JODEN, LLC, a Florida Limited Liability Company.

On completion of the merger, Kenneth W. Thompson, PSM, LLC will be dissolved leaving ECON South, LLC as the surviving business which will be known as Econ South, LLC after the merger is complete. The surviving business will be registered in the state of Florida.

### RECITALS

#### **Kenneth W. Thompson, PSM, LLC Dissolving Entity**

Kenneth W. Thompson, PSM, LLC is a Limited Liability Company duly organized, validly existing, and in good standing under the laws of Florida.

#### **Econ South, LLC Surviving Entity**

Econ South, LLC is a Limited Liability Company duly organized, validly existing, and in good standing under the laws of Florida.

#### **Econ South, LLC Final Entity**

Econ South, LLC is to be the surviving business entity, as that term is defined in the state statute, to the merger described in this agreement.

### MERGER

#### **Surviving Business Entity**

Subject to the terms and conditions of this Agreement, on the Effective Date mentioned above, Kenneth W. Thompson, PSM, LLC shall be merged with and into surviving entity under the laws of the state of Florida. As a result of the Merger, the separate corporate existence of Kenneth W. Thompson, PSM, LLC shall cease and the entity shall continue as the surviving business entity Econ South, LLC.

#### **Certificate of Merger**

Econ South, LLC shall file a certificate of merger with the Secretary of State, as required by the laws of the state of Florida. The certificate shall be signed and acknowledged by the required number of partners or members of all constituent entities. Certified copies of the certificate of merger shall be filed in the office of the recorder in all counties in which Econ South, LLC holds real property.

#### **Effective Date of Merger**

The merger shall be effective on the date of filing of the certificate of merger.

## **TERMS AND CONDITIONS**

### **Negative Covenants**

Between the date of this Agreement and the date on which the merger becomes effective, each constituent entity will not, except in the ordinary course of business and for adequate value, dispose of any of its assets.

### **Further Assignments or Assurances**

If at any time Econ South, LLC considers or is advised that any further assignments or assurances in law are necessary to vest or to perfect or to confirm of record in Econ South, LLC the title to any property or rights of disappearing entity, or otherwise carry out the provisions of this Agreement, the entities agree that the managers of Kenneth W. Thompson, PSM, LLC, as of the effective date of the merger, will execute and deliver all proper deeds, assignments, confirmations and assurances in law, and do all acts that the surviving entity reasonably determines to be proper to vest, perfect, and confirm title to such property rights in Econ South, LLC, and otherwise carry out the provisions of this Agreement.

## **MANAGEMENT OF SURVIVING ENTITY**

### **Management and Control**

The partners or managers of surviving entity have the sole and exclusive control of the business, subject to any limitations in the articles and operating agreement of the surviving entity.

## **INTERPRETATION AND ENFORCEMENT**

### **Notices**

Any notice, request, demand, or other communication required or permitted under this Agreement may be delivered in person, delivered by certified mail, return receipt requested, or delivered by facsimile transmission. Deliveries by certified mail or by facsimile transmission will be sent to the address of the respective party as first indicated above or as may be updated in the future in writing by either party.

### **Counterpart Executions**

This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

### **Partial Invalidity**

If any term of this agreement is held by a court of competent jurisdiction to be void and unenforceable, the remainder of the contract terms shall remain in full force and effect.

### **Applicable Law**


The validity, interpretation, and performance of this agreement shall be controlled by and construed under the laws of the State of Florida.

### Approvals


The office bearers and members of each constituent entity to this Merger Agreement have approved by the voting percentages required by the articles, operating agreement, and law the terms and conditions of this Agreement.

This Merger Agreement shall be signed by Kenneth W. Thompson, President, on behalf of Kenneth W. Thompson, PSM, LLC, and by John C. McVay, Jr., Chief Executive Officer on behalf of Econ South, LLC.

**Kenneth W. Thompson, PSM, LLC:**

  
By Kenneth W. Thompson, President

**Econ South, LLC:**

  
By John C. McVay, Jr., Chief Executive Officer

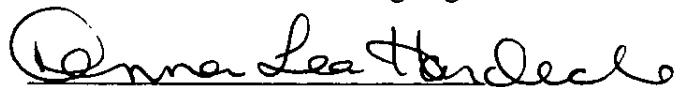
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
15 APR 27 PM 3:57

### Acknowledgement

State of Florida

County of Polk

Before me appeared Kenneth W, Thompson, President of Kenneth W. Thompson, PSM, LLC and John C. McVay, Jr., Chief Executive Officer of Econ South, LLC, who are personally known to me and who did not take an oath and who executed the foregoing this 1<sup>st</sup> day of April, 2015.



Notary Public

Printed Name: Denna Lea Hardwick

My Commission Expires: May 24, 2018

