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MERGER OR SHARE EXCHANGE

GREENWOOD ASSOCIATES LLC

Certificate of Status	0
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ARTICLES OF MERGER

of

GREENWOOD ASSOCIATES, LLC
(a Georgia limited liability company)

with and into

GREENWOOD ASSOCIATES LLC
(a Florida limited liability company)

Pursuant to the Georgia limited liability company act (the "Georgia Act"), Official Code of Georgia, Sections 14-11-901 through 14-11-905 and the Florida Limited Liability Company Act (the "Florida Act"), Florida Statutes, Sections 608.438 through 608.4383, Greenwood Associates, LLC, a Georgia limited liability company (the "Merging Entity") and Greenwood Associates LLC, a Florida limited liability company (the "Surviving Entity"), hereby submit these Articles of Merger for the purpose of merging the Merging Entity with and into the Surviving Entity.

FIRST, the exact name of the Merging Entity is Greenwood Associates, LLC, a Georgia limited liability company, with its principal office at 3 South Street, St. Augustine, Florida 32084.

SECOND, the exact name of the Surviving Entity is Greenwood Associates LLC, a Florida limited liability company (Florida document number L05000093189), with its principal office at 1830 North Main Street, Suite 5, Jacksonville, Florida 32206.

THIRD, the plan of merger ("Plan of Merger"), attached hereto as Exhibit "A", meets the requirements of Section 14-11-901 of the Georgia Act and was approved by the Merging Entity in accordance with Georgia Act and all other laws of the State of Georgia by the Unanimous Written Consent of all the Members of the company.

FOURTH, the plan of merger ("Plan of Merger"), attached hereto as Exhibit "A", meets the requirements of Section 608.438 of the Florida Act and was approved by the Surviving Entity in accordance with Florida Act and all other laws of the State of Florida by the Unanimous Written Consent of all the Members and Managers of the company.

FIFTH, the executed Plan of Merger shall be on file at the principal office of the Surviving Entity which is located at 1830 North Main Street, Suite 5, Jacksonville, Florida 32206. A copy of the Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any member of either of the Surviving Entity and Merging Entity.

SIXTH, the merger shall become effective upon the filing of these Articles of Merger.

SEVENTH, the Secretary of State of the State of Georgia is appointed as agent of the Surviving Entity on whom process in the State of Georgia in any action, suit, or proceeding for

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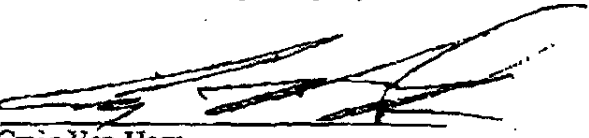
the enforcement of an obligation of each limited liability company constituent to the merger may be served. The address to which a copy of the process is to be mailed is: Greenwood Associates LLC, Attn: Mr. Craig Van Horn, 1830 North Main Street, Suite 5, Jacksonville, Florida 32206.

EIGHTH, these Articles of Merger comply with and were executed in accordance with the laws of each parties' applicable jurisdiction.

GREENWOOD ASSOCIATES, LLC,
a Georgia limited liability company

By: 
Craig Van Horn
Chief Manager

GREENWOOD ASSOCIATES LLC,
a Florida limited liability company

By: 
Craig Van Horn
Chief Manager

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Exhibit "A"

PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is made and entered into pursuant the Georgia limited liability company act (the "Georgia Act"), Sections 14-11-901 through 14-11-905 and the Florida limited liability company act (the "Florida Act"), Sections 608.438 through 608.4383 on this ___ day of December, 2005 by and between Greenwood Associates, LLC, a Georgia limited liability company (the "Merging Entity") and Greenwood Associates LLC, a Florida limited liability company (the "Surviving Entity"). Subject to the terms and conditions herein set forth, the Merging Entity shall be merged into the Surviving Entity upon the filing of the Articles of Merger with the Secretary of State of the State of Georgia and the Department of State of the State of Florida. On the Effective Date (as defined below), the separate existence and organization of the Merging Entity shall cease, and Greenwood Associates LLC, a Florida limited liability company shall continue its limited liability company existence and organization as the surviving entity under the name "Greenwood Associates LLC", and shall continue to be governed by the laws of the State of Florida.

ARTICLE I

NAMES OF MERGING ENTITIES

1.1 At and as of the Effective Date (as defined below), Greenwood Associates, LLC, a Georgia limited liability company, shall merge with and into Greenwood Associates, LLC, a Florida limited liability company, whose name shall thereafter be Greenwood Associates LLC.

1.2 The Articles of Organization of the Surviving Entity, on the Effective Date of the merger, shall continue in full force and effect and remain as the Articles of Organization of the Surviving Entity following the merger.

1.3 The Operating Agreement of Greenwood Associates, LLC, a Georgia limited liability company (the Merging Entity) dated as of August 5, 2002, on the Effective Date of the merger, shall continue in full force and effect and remain as the Operating Agreement of the Surviving Entity following the merger.

1.4 The person serving as manager and officers of the Surviving Entity shall continue to be the manager and the officers of the Surviving Entity following the merger, all of whom shall hold their respective positions until the election and qualification of their successors or until their earlier removal, resignation or death.

1.5 The manner and basis of converting the membership interests of the Merging Entity and the Surviving Entity are as follows:

(a) Immediately prior to the Effective Date, all of the outstanding membership interests of each of the Merging Entity and the Surviving Entity were owned and held by their single member in identical amounts and in the same proportion to one another.

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(b) At the Effective Date, the sole member of the Surviving Entity will continue to own all of the outstanding membership interests in such capacity and in the amount and proportions as existed immediately prior to the Effective Date.

(c) At the Effective Date, the outstanding membership interests of the Surviving Entity, by operation of law and without any further action on the part of the holder thereof, shall represent the membership interests of the member in the combined entity.

(d) Immediately prior to the Effective Date, there were no outstanding rights to acquire any membership interests or other securities of either of the Merging Entity or the Surviving Entity.

(e) At the Effective Date, the name and address of the person to serve as the manager of the Surviving Entity until the election and qualification of his successor or successors by the sole member of the Surviving Entity is as follows:

Mr. Craig Van Horn
1830 North Main Street, Suite 5
Jacksonville, Florida, 32202

1.6 At and as of the Effective Date, the separate existence of the Merging Entity shall cease, and all of the properties, assets, rights, privileges, contracts and franchises of said Merging Entity, whether public or private and of whatsoever nature and description, shall be transferred to, vest in and devolve upon the Surviving Entity without further act or deed.

1.7 At and as of the Effective Date, the Surviving Entity shall assume and shall be responsible for all of the liabilities and obligations of the Merging Entity.

1.8 The merger of Greenwood Associates, LLC, a Georgia limited liability company, with and into Greenwood Associates LLC, a Florida limited liability company, shall be effective upon the last event required to make the filing of the Articles of Merger of full legal force and effect in the states of Florida and Georgia (the "Effective Date").

ARTICLE II

APPOINTMENT OF AGENT

The Surviving Entity agrees that it may be served with process in the state of Georgia in any proceeding, action, or suit for the enforcement of any obligation of any entity organized under the laws of the state of Georgia which is to be merged with and into the Surviving Entity, and hereby irrevocably appoints the Secretary of State of Georgia as its agent to accept service of process in any such proceeding, action, or suit. A copy of such process shall be mailed by the Secretary of State of Georgia to the Surviving Entity at the following address: Greenwood Associates LLC, Attn: Craig Van Horn, 1830 North Main Street, Suite 5, Jacksonville, Florida 32206.

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IN WITNESS WHEREOF, the undersigned, constituting the duly authorized representatives of Greenwood Associates, LLC, a Georgia limited liability company and Greenwood Associates LLC, a Florida limited liability company, respectively, have executed this Plan of Merger pursuant to the authority duly vested in them by of each entity.

GREENWOOD ASSOCIATES, LLC,
a Georgia limited liability company

By: 
Craig Van Horn
Chief Manager

GREENWOOD ASSOCIATES LLC,
a Florida limited liability company

By: 
Craig Van Horn
Chief Manager

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