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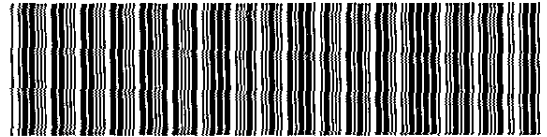
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# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

K-Jams Properties, LLC

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- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☒ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

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## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 608.4382 and 620.8905, 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>
<b>BALLANTYNE, KELLY &amp; LOWE</b> 902 W. Palmetto Wauchula, Florida 33873	Florida	General Partnership

Florida Document/Registration Number: N/A

FEI Number: 65-0888532

**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>
<b>K-JAMS PROPERTIES, LLC</b> 2527 Summitview Drive Lakeland, Florida 33813	Florida	Limited Liability Company

Florida Document/Registration Number: L05000111740

FEI Number: 20-3993489

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 608.438 and 620.8905, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 608 and 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of all applicable jurisdiction.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under sections 620.205 and 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to sections 608.4381(2) and 620.8906, Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdiction and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with the Florida Department of State.

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

**ELEVENTH: SIGNATURE OF EACH PARTY:**

MERGING ENTITY:

BALLANTYNE KELLY & LOWE

By: Michael Lowe  
MICHAEL LOWE  
General Partner

By: Katherine M. Lowe  
KATHERINE M. LOWE  
General Partner

SURVIVING ENTITY:

K-JAMS PROPERTIES, LLC

By: Katherine M. Lowe  
KATHERINE M. LOWE  
Managing Member

Dated: December 22 2005

Dated: December 22 2005

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections 608.4381 and 620.8905, is being submitted in accordance with sections 608.438 and 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
BALLANTYNE, KELLY & LOWE	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
K-JAMS PROPERTIES, LLC	Florida

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

The General Partnership is being terminated and all interests of the General Partners are being exchanged for all interests in the surviving Limited Liability Company. No money is exchanged and the only asset of the Partnership is land with a value of \$220,000 in which land is being transferred from the General Partnership to the Limited Liability Company.

### **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:

For each 1% interest in the General Partnership each member of the LLC is receiving 10 units in exchange therefore.

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

See A. above.

**FIFTH:** A limited liability company is the surviving entity and it is to be managed by one or more members, the names and addresses of the managing members are as follows:

**Names and Addresses of Managing Members:**



**KATHERINE M. LOWE**  
2527 Summitview Dr.  
Lakeland, Florida 33813

**KAREN M. KELLY**  
2756 Monte Carlo St.  
Eustis, Florida 32726

**SIXTH:** All statements that are required by the laws of the jurisdiction under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follow:

The Limited Liability Company which is the surviving entity is under the jurisdiction of the state of Florida

**SEVENTH:** Other provisions, if any, relating to the merger:

**BALLANTYNE, KELLY & LOWE**  
  
**MICHAEL LOWE, General Partner**  
  
**KATHERINE M. LOWE**  
General Partner

**K-IAMS PROPERTIES, LLC**  
  
**KATHERINE M. LOWE**  
Managing Member

Dated: December 22, 2005

Dated: December 22, 2005