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(Document Number)

Certified Copies _____ Certificates of Status _____

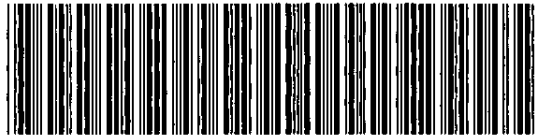
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EXAMINER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 DEC -9 PM 3:53

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: M & H Investments, LLC, an Alabama limited liability company
(Name of Surviving Party)

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

Please return all correspondence concerning this matter to:

Joe M. Chambers

(Contact Person)

Johnston Hinesley Flowers Clenney & Turner

(Firm/Company)

P.O. Box 2246

(Address)

Dothan, AL 36302

(City, State and Zip Code)

For further information concerning this matter, please call:

Joe M. Chambers

(Name of Contact Person)

at (334) 793-1115

(Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF MERGER
OF
MH 123 INVESTMENTS, LLC
A Florida Limited Liability Company

INTO

M & H INVESTMENTS, LLC
An Alabama Limited Liability Company

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned limited liability companies, pursuant to Section 10-12-54, et seq., of the Code of Alabama (1975), and Florida Statutes 608.438, respectively, hereby execute the following Articles of Merger:

ARTICLE ONE

The name, jurisdiction, and date of organization of each of the domestic limited liability companies that are to merge are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Date of Organization</u>
M & H Investments, LLC	Coffee County, Alabama	September 19, 2008
MH 123 Investments, LLC	Walton County, Florida	January 27, 2006

ARTICLE TWO

An Agreement and Plan of Merger has been approved and executed by each of the domestic business entities that are to merge.

ARTICLE THREE

M & H Investments, LLC, an Alabama limited liability company, shall be the surviving domestic business entity of the merger.

ARTICLE FOUR

The merger is to be effective upon filing of these Articles of Merger in the Office of the Secretary of State of Alabama and in the Office of the Secretary of State of Florida.

ARTICLE FIVE

The Agreement of Merger is on file at the principal place of business of M & H Investments, LLC, an Alabama limited liability company, as the surviving or resulting domestic business entity, located at 1020 Boll Weevil Circle, Suite A, Enterprise, Alabama 36330.

ARTICLE SIX

A copy of the Agreement of Merger will be furnished by M & H Investments, LLC, an Alabama limited liability company, the surviving or resulting domestic business entity, on request and without cost, to any member of any domestic business entity which a party to the merger.

ARTICLE SEVEN

M & H Investments, LLC, an Alabama limited liability company, as the surviving or resulting business entity, hereby appoints the Secretary of State of the State of Florida as its agent for service of process to enforce obligations of MH 123 Investments, LLC, a Florida limited liability company, which is merged into M & H Investments, LLC, an Alabama limited liability company.

ARTICLE EIGHT

M & H Investments, LLC, an Alabama limited liability company, as the surviving or resulting business entity, agrees to pay any members with appraisal rights the amount such members are entitled to.

IN WITNESS WHEREOF, each of the undersigned domestic business entities has caused these Articles of Merger to be executed in its name by its authorized signatory on the 4th day of December, 2008.

M & H INVESTMENTS, LLC
an Alabama limited liability company

By: 
Billy Haskins, Manager

MH 123 INVESTMENTS, LLC
a Florida limited liability company

By: 
Billy Haskins, Manager

**AGREEMENT AND PLAN OF MERGER
BETWEEN
M & H INVESTMENTS, LLC,
An Alabama Limited Liability Company,
AND
MH 123 INVESTMENTS, LLC,
A Florida Limited Liability Company**

FILED
2008 DEC -9 PM 3: 53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Agreement and Plan of Merger made and entered into this 4th day of December, 2008, by and between **M & H INVESTMENTS, LLC**, an Alabama limited liability company (the "Surviving Company"), and **MH 123 INVESTMENTS, LLC**, a Florida limited liability company which is wholly-owned by the sole member of the Surviving Company (the "Merged Company").

The Merged Company and the Surviving Company, by the affirmative vote and acclamation of their sole member and manager, hereby adopt a Plan of Merger pursuant to the provisions of Section 10-12-54, et. seq. of the Code of Alabama (1975), as amended and Florida Statutes 608.438 (hereinafter referred to as the "Merger"), as follows:

1. The Merged Company shall be merged with and into the Surviving Company with the effect provided in the Alabama Limited Liability Company Act, Section 10-12-54, et. seq. of the Code of Alabama (1975), as amended, and in Florida Statutes 608.438, as amended. At the time the Merger becomes effective, the separate existence of the Merged Company shall cease, and the Surviving Company shall continue to exist as the surviving company. The Articles of Organization and Operating Agreement of the Surviving Company shall be the Articles of Organization and Operating Agreement of the Surviving Company.

2. The manager of the Surviving Company shall be the manager of the Surviving Company.

3. At the time the Merger becomes effective, the outstanding membership interests of the Merged Company shall automatically, by virtue of the Merger, be canceled. There shall be no exchange by the Merged Company members for the right to receive membership interests of the Surviving Company because the Merged Company is wholly-owned by the sole member of the Surviving Company.

4. Notwithstanding any other provision of this Agreement and Plan of Merger, it may be abandoned at any time prior to the effectiveness of the Merger by consent of the sole member of the Merged Company and the Surviving Company.

5. Articles of Merger shall be filed and recorded in the Offices of the Secretary of State of the State of Alabama and the Secretary of State of the State of Florida, and Articles of Merger shall be filed in accordance with the filing and recording requirements of the Alabama Limited Liability Company Act and the Florida Limited Liability Company Act on such date as may be agreed upon by the Merged Company and the Surviving Company. The effective date of the merger shall be the date of filing of the Articles of Merger in the Offices of the Secretary of State of the State of Alabama.

END OF TEXT; SIGNATURES BEGIN ON NEXT PAGE

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective members and managers have caused these presents to be executed by the members and managers of each party hereto.

"Merged Company"

**MH 123 INVESTMENTS, LLC,
a Florida limited liability company**

By: _____


Billy Haskins, Manager

"Surviving Company"

**M & H INVESTMENTS, LLC,
an Alabama limited liability company**

By: _____


Billy Haskins, Manager