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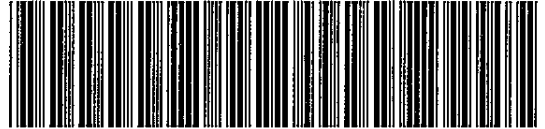
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ROBERT A. HEEKIN
ATTORNEY AT LAW

1 SLEIMAN PARKWAY
SUITE 280
JACKSONVILLE, FLORIDA 32216

(904) 636-9777
FAX (904) 636-5665
ROB@HEEKINLAW.COM

May 2, 2006

Via Overnight Delivery

Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, Florida 32301

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DIVISION OF CORPORATIONS
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RE: W. H. Hall Properties LLC - Merger

Ladies and Gentlemen:

Enclosed are the following documents relative to the above merger:

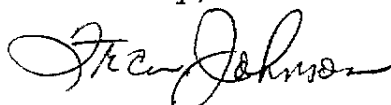
Articles and Certificate of Merger of Hall Properties, Inc., Hall Properties Management Company, Inc. and Peninsula Utilities, Inc. into W. H. Hall Properties LLC; and

Plan of Merger of Hall Properties, Inc., Hall Properties Management Company, Inc., and Peninsula Utilities, Inc. into W. H. Hall Properties LLC;

Please return a certified copy of the Merger. Enclosed is check number 3812 in the amount of \$160.00 to cover all costs.

If you have any questions, please feel free to contact our office.

Sincerely,



Fran Johnson

FJ

Enclosures

**ARTICLES AND CERTIFICATE OF MERGER
OF
HALL PROPERTIES, INC.,
HALL PROPERTIES MANAGEMENT COMPANY, INC.,
AND PENINSULA UTILITIES, INC.
INTO
W.H. HALL PROPERTIES LLC**

The following Articles and Certificate of Merger are submitted in accordance with Section 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:

	<i>Name and Street Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>
1.	W.H. Hall Properties LLC 2358 Riverside Avenue, Suite 701 Jacksonville, Florida 32204	Florida	limited liability company

<i>Florida Document/Registration Number:</i> L06000044606	<i>FEI Number:</i> None
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	<i>Name and Street Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>
2.	Hall Properties, Inc. 2720 Park Street, Suite 204 Jacksonville, Florida 32205	Florida	corporation

<i>Florida Document/Registration Number:</i> 426770	<i>FEI Number:</i> 59-1539258
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	<i>Name and Street Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>
3.	Hall Properties Management Company, Inc. 2720 Park Street, Suite 204 Jacksonville, Florida 32205	Florida	corporation

<i>Florida Document/Registration Number:</i> J47257	<i>FEI Number:</i> 59-2747232
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	<i>Name and Street Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>
2.	Peninsula Utilities, Inc. 2720 Park Street, Suite 204 Jacksonville, Florida 32205	Florida	corporation

<i>Florida Document/Registration Number:</i> F84743	<i>FEI Number:</i> 59-2209846
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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

	<i>Name and Street Address</i>	<i>Jurisdiction</i>	<i>Entity Type</i>
	W.H. Hall Properties LLC 2358 Riverside Avenue, Suite 701 Jacksonville, Florida 32204	Florida	limited liability company

<i>Florida Document/Registration Number:</i> L06000044606	<i>FEI Number:</i> None
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THIRD: The attached Plan of Merger meets the requirements of Sections 608.438, Florida Statutes, and was approved by each domestic limited liability company and corporation that is a party to the merger in accordance with the Florida Statutes.

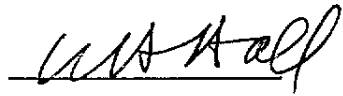
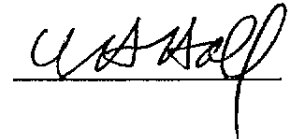
FOURTH: The merger is permitted under the laws of the State of Florida and is not prohibited by the articles of organization, operating agreement, articles of incorporation or bylaws of the limited liability company and corporations that are the parties to the merger.

FIFTH: The merger shall become effective as of the date the Articles and Certificate of Merger are filed with the Secretary of State of Florida.

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

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SEVENTH: SIGNATURES FOR EACH PARTY:

<i>Name of Entity</i>	<i>Signature</i>	<i>Typed Name of Individual</i>
W.H. Hall Properties LLC		William H. Hall Manager
Hall Properties, Inc.		William H. Hall President
Hall Properties Management Company, Inc.		William H. Hall President
Peninsula Utilities, Inc.		William H. Hall President

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**PLAN OF MERGER
OF
HALL PROPERTIES, INC.,
HALL PROPERTIES MANAGEMENT COMPANY, INC.,
AND PENINSULA UTILITIES, INC.
INTO
W.H. HALL PROPERTIES LLC**

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

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

<i>Name</i>	<i>Jurisdiction</i>
W.H. Hall Properties LLC	Florida
Hall Properties, Inc.	Florida
Hall Properties Management Company, Inc.	Florida
Peninsula Utilities, Inc.	Florida

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SECOND: The exact name and jurisdiction of the surviving entity as follows:

<i>Name</i>	<i>Jurisdiction</i>
W.H. Hall Properties LLC	Florida

The corporate existence and identity of W.H. Hall Properties LLC (the "Surviving Entity"), with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the merger, and the existence and identity of Hall Properties, Inc., Hall Properties Management Company, Inc., and Peninsula Utilities, Inc. (collectively, the "Non-Surviving Entities"), with all of their purposes, powers, franchises, privileges, rights and immunities, at the Effective Time (as defined below), shall be merged with and into that of the Surviving Entity, and the Surviving Entity shall be vested fully therewith and the separate existence and identity of the Non-Surviving Entities shall thereafter cease, except to the extent continued by statute.

THIRD: The merger shall become effective (the "Effective Time") upon the filing of the Articles and Certificate of Merger with the Secretary of State of Florida.

FOURTH: The terms and conditions of the merger are as follows:

A. The president of the Non-Surviving Entities is and shall remain the manager of the Surviving Entity.

B. The Articles of Organization and Operating Agreement of W.H. Hall Properties LLC, as in effect at the Effective Time, shall continue in full force and effect and shall be the Articles of Organization and Operating Agreement of the Surviving Entity.

FIFTH: 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 Surviving Entity, in whole or in part, into cash or other property are as follows:

Upon the Effective Time, the William H. Hall Family Trust, as the sole shareholder of each of the Non-Surviving Entities, shall receive the entire membership interest in the Surviving Entity and shall thereafter be and remain the sole member of the Surviving Entity.

SIXTH: Upon the Effective Time, all property, real, personal and mixed, of the Non-Surviving Entities, and all debts due, as well as all other things and causes of action belonging to the Non-Surviving Entities, shall be vested in the Surviving Entity, and shall thereafter be the property of the Surviving Entity as they were of the Non-Surviving Entities, and the title to any real property vested by deed or otherwise, shall not revert or be in any way impaired by reason of the merger, but rather shall immediately vest in the Surviving Entity without further action by the Non-Surviving Entities or the Surviving Entity. All rights of creditors and all liens upon any property of the Non-Surviving Entities shall be preserved unimpaired, and all debts, liabilities and duties of the Non-Surviving Entities that have merged shall attach to the Surviving Entity and may be enforced against the Surviving Entity to the same extent as if the debts, liabilities and duties had been incurred or contracted by the Surviving Entity.

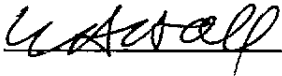
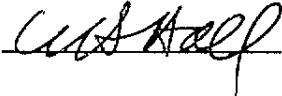
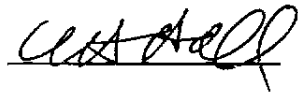
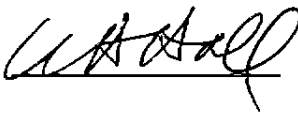
SEVENTH: The name and address of the manager of the Surviving Entity is as follows:

William H. Hall
2358 Riverside Avenue, Suite 701
Jacksonville, Florida 32204

[Signature Page Follows]

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REGISTRATION
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IN WITNESS WHEREOF, the foregoing Plan of Merger is hereby executed as of the 28th day of April, 2006.

<i>Name of Entity</i>	<i>Signature</i>	<i>Typed Name of Individual</i>
W.H. Hall Properties LLC		William H. Hall Manager
Hall Properties, Inc.		William H. Hall President
Hall Properties Management Company, Inc.		William H. Hall President
Peninsula Utilities, Inc.		William H. Hall President

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