

L06000081926

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

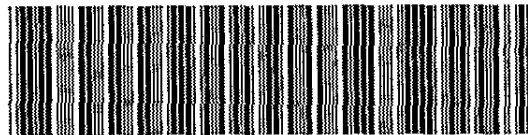
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06 SEP 13 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Outigan SEP 13 2006



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 25, 2006

BRUCE M. RODGERS, ESQ.
BUSINESS LAW GROUP, P.A.
609 W. HORATIO STREET
TAMPA, FL 33606

SUBJECT: FLORIDA GOLF JOURNAL, LLC
Ref. Number: L06000081926

We have received your document for FLORIDA GOLF JOURNAL, LLC and your check(s) totaling \$43.75. However, the document has not been filed and is being retained in this office for the following:

There is an additional fee of \$25.00 required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 806A00052438

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Florida Golf Journal, LLC
(Name of Surviving Party)

Please return all correspondence concerning this matter to:

Bruce M. Rodgers, Esq.
(Contact Person)

Business Law Group, P.A.
(Firm/Company)

609 W. HORATIO ST.
(Address)

TAMPA, FL 33606
(City, State and Zip Code)

For further information concerning this matter, please call:

Bruce M. Rodgers, Esq. at (813) 258-8588
(Name of Contact Person) (Area Code and Daytime Telephone Number)

☒ Certified Copy (optional) \$8.75

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

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

FILED
06 SEP 13 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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>
904-170376 Golf Journal Publishing, Inc.	Florida	Corporation
Florida Golf Journal, LLC	Florida	Limited Liability Company

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>
Florida Golf Journal, LLC	Florida	Limited Liability Company
LD6000081926		

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the 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:

BUSINESS LAW GROUP, P.A.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S.:

Street address: _____

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Golf Journal Publishing, Inc.	<i>Thomas Brabene, Pres.</i>	Thomas Brabene
Florida Golf Journal, LLC	<i>Thomas Brabene, Manager</i>	Thomas Brabene

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 a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

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>
Golf Journal Publishing, Inc.	Florida	Corporation
Florida Golf Journal, LLC	Florida	Limited Liability Company

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>
Florida Golf Journal, LLC	Florida	Limited Liability Company

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

On the Effective Time, the separate existence of the Golf Journal Publishing, Inc., shall cease and Florida Golf Journal, LLC shall succeed to all the rights, privileges, immunities, and franchises, and to all the property, real, personal and mixed, of Golf Journal Publishing, Inc. without the necessity for any separate transfer. Florida Golf Journal, LLC shall thereafter be responsible and liable for all liabilities and obligations of Golf Journal Publishing, Inc. and neither the rights of creditors nor any liens on the property of Golf Journal Publishing, Inc. shall be impaired by the merger.

(Attach additional sheet if necessary)

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

As of the Effective Date, Holders of each share of Common Stock of Golf Journal Publishing Inc. shall have the right to exchange each common share into either a preferred or common membership unit of Florida Golf Journal, LLC. Rights and Privileges of preferred and common units of Florida Golf Journal LLC are described in its Operating Agreement. Holders of Common Stock of Golf Journal Publishing, Inc. who do not elect to receive preferred units of Florida Golf Journal, LLC within ten days of the Effective Date shall be issued common units of Florida Golf Journal, LLC.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

No rights to acquire shares of either merger party are in existence as of the Effective Date.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

Not Applicable.

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Tom Brabenec, Manager, 2611 Espana Ct., Tampa, FL 33609

Jon Carlson, Manager, 5409 S. Russell St., Tampa, FL 33611

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Not Applicable.

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

Not Applicable.

(Attach additional sheet if necessary)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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