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L06-104733

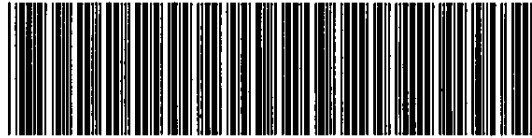
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2006 DEC 20 P 4: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JohnstonBarton

Russell L. Irby, III
Direct Dial: (205) 458-9478
Email: rlirby@jbpp.com

Johnston Barton Proctor & Powell LLP
2900 AmSouth/Harbert Plaza
1901 Sixth Avenue North
Birmingham, Alabama 35203
Telephone: (205) 458-9400
Fax: (205) 458-9500

www.johnstonbarton.com

November 14, 2006

VIA CERTIFIED MAIL
Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

FILED
2006 DEC 20 P 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Merger

To Whom it May Concern:

Enclosed herewith please find the original and two copies of the Articles of Merger and Plan of Merger with respect to the merger of Pegasus Investments, LLC, an Alabama limited liability company, with and into Pegasus Investments, LLC, a Florida limited liability company. Also enclosed is a check in the amount of \$70.00 to cover the filing fee. I would greatly appreciate your filing this document and returning a stamped copy to me for my records in the enclosed self-addressed, stamped envelope.

I appreciate your assistance in this matter. Please call me if you have any questions or need any additional information.

Very truly yours,



Russell L. Irby, III

RLI/jcs
Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 22, 2006

JOHNSTONBARTON
ATTN: RUSSELL L. IRBY, III
2900 AMSOUTH/HARBERT PLAZA
BIRMINGHAM, AL 35203

SUBJECT: PEGASUS INVESTMENTS, LLC
Ref. Number: L06000104733

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2006 DEC 20 P 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for PEGASUS INVESTMENTS, LLC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

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) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 706A00068037

JohnstonBarton

Russell L. Irby, III
Direct Dial: (205) 458-9478
Email: rl@jbpp.com

Johnston Barton Proctor & Powell LLP
2900 AmSouth/Harbert Plaza
1901 Sixth Avenue North
Birmingham, Alabama 35203
Telephone: (205) 458-9400
Fax: (205) 458-9500

www.johnstonbarton.com

December 13, 2006

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Attn: Agnes Lunt, Document Specialist
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: Pegasus Investments, LLC
Reference No. L06000104733**

FILED
2006 DEC 20 P 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Ms. Lunt:

Pursuant to your letter of November 22, 2006 (a copy of which is enclosed), please find enclosed the original and two copies of the Article of Merger and Plan of Merger for Pegasus Investments, LLC, an Alabama limited liability company, with and into Pegasus Investments, LLC, a Florida limited liability company. We have corrected the effective date of the merger to December 22, 2006.

We greatly appreciate your assistance. Please let us know if you need anything further.

Very truly yours,



Russell L. Irby, III

RLI/jcs
Enclosures

This instrument prepared by:
Russell L. Irby, III, Esq.
Johnston Barton Proctor & Powell LLP
2900 AmSouth/Harbert Plaza
1901 Sixth Avenue North
Birmingham, Alabama 35203-2618

ARTICLES OF MERGER

of

**PEGASUS INVESTMENTS, LLC,
an Alabama limited liability company**

with and into

**PEGASUS INVESTMENTS, LLC,
a Florida limited liability company**

FILED
2006 DEC 20 P 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to § 10-12-55 of the Code of Alabama (1975) and § 608.4382 of the 2003 Florida Statutes, the undersigned limited liability companies hereby certify that:

§ 1 The name and state of organization of each of the constituent limited liability companies of the merger are as follows:

<u>Name</u>	<u>State of Organization</u>
Pegasus Investments, LLC (the "Alabama LLC")	Alabama
Pegasus Investments, LLC (the "Florida LLC")	Florida

§ 2 The Articles of Organization of the Alabama LLC are on file in Jefferson County, Alabama. The Alabama LLC was organized on December 8, 1998.

§ 3 The Articles of Organization of the Florida LLC are on file in Walton County, Florida. The Florida LLC was organized on October 26, 2006.

§ 4 The Plan of Merger attached hereto as Exhibit A and incorporated herein by reference (the "Plan"), and the performance of its terms, have been duly authorized, approved and adopted by the managers and members of each of the constituent limited liability companies in accordance with (i) the requirements of Ala. Code § 10-12-54 *et seq.*, (ii) the requirements of

§ 608.4381 of the 2003 Florida Statutes, (iii) the Articles of Organization of the Alabama LLC, and (iv) the Articles of Organization of the Florida LLC.

§ 5 The Florida LLC shall be the surviving limited liability company of the merger.

§ 6 The merger of the Alabama LLC with and into the Florida LLC shall take effect on December 22, 2006, at 11:59 p.m.

§ 7 Pegasus Investments, LLC's principal place of business shall be located at 10343 E. County 30-A, Unit 191, Seacrest Beach, FL 32413.

§ 8 The Plan of Merger is on file at the principal place of business of Pegasus Investments, LLC.

§ 9 A copy of the Plan will be furnished by Pegasus Investments, LLC, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is a party to this merger.

§ 10 Pursuant to Section 10-12-55 of the Code of Alabama (1975), Pegasus Investments, LLC hereby consents to service of process on it by registered mail addressed to it at the above-referenced principal place of business.

EXECUTED this 14th day of November, 2006.

PEGASUS INVESTMENTS, LLC, an Alabama
limited liability company

By: 

Steven E. Chambers, Manager

PEGASUS INVESTMENTS, LLC, a Florida
limited liability company

By: 

Steven E. Chambers, Manager

EXHIBIT A

PLAN OF MERGER

For The Merger Of

**PEGASUS INVESTMENTS, LLC,
An Alabama Limited Liability Company**

With and Into

**PEGASUS INVESTMENTS, LLC,
A Florida Limited Liability Company**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS PLAN OF MERGER (the "Plan") provides for the merger of **PEGASUS INVESTMENTS, LLC**, an Alabama limited liability company, with and into **PEGASUS INVESTMENTS, LLC**, a Florida limited liability company, pursuant to and in accordance with the provisions of Section 10-12-54 et seq., Code of Alabama (1975) and Section 608.438 et seq., 2003 Florida Statutes (2003).

1. The names of the business entities that are parties to the merger are Pegasus Investments, LLC, (Alabama) and Pegasus Investments, LLC (Florida).

2. Pegasus Investments, LLC (Florida) shall be the surviving business entity into which Pegasus Investments, LLC (Alabama) shall merge.

3. Pegasus Investments, LLC shall remain a Florida limited liability company.

4. The terms and conditions of the proposed merger are as follows:

(a) The effective date of the merger shall be the date and time specified in the Articles of Merger filed with the Secretary of State of Alabama and the Department of State of Florida.

(b) Upon the consummation of the merger, Pegasus Investments, LLC (Florida), the surviving business entity, in addition to continuing to possess all of its rights, privileges, immunities and powers (subject to all its duties and liabilities prior to the merger), shall possess all the rights, privileges, immunities and powers of Pegasus Investments, LLC (Alabama), and shall be subject to all the duties and liabilities of Pegasus Investments, LLC (Alabama).

(c) Upon the consummation of the merger, all rights, privileges, powers, and franchises, all property, real, personal or mixed, all debts due on any

account, and all other things in action belonging to Pegasus Investments, LLC (Alabama) shall be vested in Pegasus Investments, LLC (Florida), and shall not in any way be impaired by reason of the merger.

(d) From and after the effective date of the merger, Pegasus Investments, LLC (Florida) shall thereafter be responsible and liable for all liabilities and obligations of Pegasus Investments, LLC (Alabama), and all rights of creditors and liens upon the property of Pegasus Investments, LLC (Alabama) shall be preserved unimpaired against Pegasus Investments, LLC (Florida) after the merger.

5. The membership interest of each member of Pegasus Investments, LLC (Alabama) shall be exchanged for an equal membership interest in Pegasus Investments, LLC (Florida) upon the completion of the merger.

6. Pegasus Investments, LLC's principal place of business shall be located at 10343 E. County 30-A, Unit 191, Seacrest Beach, FL 32413. The Plan is on file at the principal place of business of Pegasus Investments, LLC (Florida). A copy of the Plan will be furnished by Pegasus Investments, LLC (Florida), on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is a party to this merger.

7. Pursuant to Section 10-12-55 of the Code of Alabama (1975), Pegasus Investments, LLC (Florida) hereby consents to service of process on it by registered mail addressed to it at the above-referenced principal place of business.

8. Pegasus Investments, LLC (Florida) is managed by one (1) manager who is also a member:

<u>Name</u>	<u>Business Address</u>
Steven E. Chambers	10343 E. County 30-A Unit 191 Seacrest Beach, FL 32413

9. The Articles of Organization of Pegasus Investments, LLC (Florida), as in effect immediately prior to the effective time of the merger shall thereafter continue to be Pegasus Investments, LLC's (Florida) Articles of Organization until amended as provided by law, and the Operating Agreement of Pegasus Investments, LLC (Florida) as in effect immediately prior to the effective time of the merger shall thereafter continue to be Pegasus Investments, LLC's (Florida) Operating Agreement until amended as provided in such Operating Agreement.

EXECUTED as of the 14th day of November, 2006.

PEGASUS INVESTMENTS, LLC



By: Steven E. Chambers

Its: Manager

PEGASUS INVESTMENTS, LLC



By: Steven E. Chambers

Its: Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA