

LO6000110991

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

A. LUNT

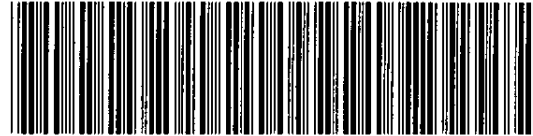
Special Instructions to Filing Officer:

SEP 18 2008

EXAMINER

908A00049138

Office Use Only



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09/05/08--01009--016 **25.00

09/18/08--01007--002 **25.00

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TALLAHASSEE, FLORIDA

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Law Offices of
KIEFER & TONEY

A partnership of professional associations

5 Main St., #3A-1
P.O. Box 611338
Rosemary Beach, FL 32461
850-231-3103
407-650-3449 (fax)
kieferlaw@hotmail.com

Bryan J. Kiefer
Jeffery D. Toney*
*also admitted in Alabama

Florida Offices located in:
Rosemary Beach
Gulf Breeze
Celebration

September 4, 2008

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

Re: Henderson Barrett, LLC

Dear Sir or Madam:

The enclosed Certificate of Merger and fees are submitted for filing. Henderson Brothers, LLC, a Delaware LLC is merging into and with Henderson Barrett, LLC, a Florida LLC.

Please return all correspondence concerning this matter to:

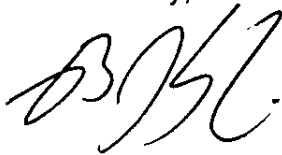
Bryan Kiefer, Esq.
P.O. Box 611338
Rosemary Beach, FL 32461

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TALLAHASSEE, FLORIDA

Florida Department of State
September 4, 2008
Page Two

For further information, please call Bryan Kiefer at 850-231-3103. Thank you for your attention to this matter. Kindly send me a stamped filed copy at your earliest convenience. Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read 'B. Kiefer', written over a horizontal line.

Bryan J. Kiefer

encl.

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 8, 2008

BRYAN KIEFER, ESQ
P.O. BOX 611338
ROSEMARY BEACH, FL 32461

SUBJECT: HENDERSON BARRETT, LLC
Ref. Number: L06000110991

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for HENDERSON BARRETT, LLC and your check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$25.00.

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
Regulatory Specialist II

Letter Number: 908A00049138

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, 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>
Henderson Brothers, LLC	Delaware	LLC

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>
Henderson Barrett, LLC	Florida	LLC

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.

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SECRETARY OF STATE

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:

_____ *Date of Filing* _____.

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:

_____ **Not Applicable** _____

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:

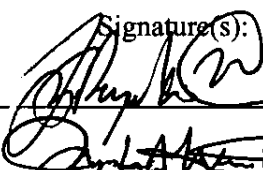

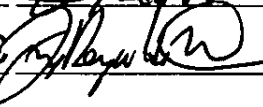
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A _____

Mailing address: N/A _____

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:
Henderson Brothers, LLC		Fox Reynolds Henderson
Henderson Brothers, LLC		Jeremiah A. Henderson, III
Henderson Barrett, LLC		Fox Reynolds Henderson

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

<u>Fees:</u>	For each Limited Liability Company:	\$25.00
	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50
	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

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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>
Henderson Brothers, LLC	Delaware	LLC

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>
Henderson Barrett, LLC	Florida	LLC

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

See attached Agreement and Plan of 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:

See attached Agreement and Plan of Merger.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into 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:

See attached Agreement and Plan of Merger.

(Attach additional sheet if necessary)

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

See attached Agreement and Plan of Merger.

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

See attached Agreement and Plan of Merger.

(Attach additional sheet if necessary)

AGREEMENT AND PLAN OF MERGER
OF HENDERSON BROTHERS, LLC,
A DELAWARE LIMITED LIABILITY COMPANY,
AND
HENDERSON BARRETT, LLC
A FLORIDA LIMITED LIABILITY COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AGREEMENT AND PLAN OF MERGER dated as of June 13, 2008 (the "Agreement") is between Henderson Brothers, LLC, a Delaware limited liability company, and Henderson Barrett, a Florida limited liability company.

RECITALS

A. Henderson Brothers, LLC is a Delaware limited liability company and is duly organized and existing under the laws of the State of Delaware. The only members of Henderson Brothers are Fox Reynolds Henderson and Jeremiah A. Henderson, III each owning a 50% interest.

B. Henderson Barrett, LLC is a Florida limited liability company and is duly organized and existing under the laws of the State of Florida. Fox Reynolds Henderson is the sole member and sole managing member, and owns a 100% interest.

C. The Managing Members of Henderson Brothers, LLC have determined that it is advisable and in the best interests of Henderson Brothers, LLC and its members that Henderson Brothers, LLC merge with and into Henderson Barrett, LLC, a Florida limited liability company, upon the terms and conditions herein provided.

D. The Managing Member of Henderson Barrett, LLC has determined that it is advisable and in the best interests of Henderson Barrett, LLC and its members that Henderson Brothers, LLC merge with and into Henderson Barrett, LLC, a Florida limited liability company, upon the terms and conditions herein provided.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Henderson Brothers, LLC and Henderson Barrett, LLC hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

MERGER

1.1 Merger. In accordance with the provisions of this Agreement, and in accordance with Delaware and Florida law, Henderson Brothers, LLC shall be merged with and into Henderson Barrett, LLC (the "Merger"), and the separate existence of Henderson Brothers, LLC shall cease and Henderson Barrett, LLC shall survive the Merger and shall continue to be governed by the laws of the State of Florida, and Henderson Barrett, LLC shall be, and is herein sometimes referred to as, the "Surviving Limited Liability Company," and the name of the Surviving Limited Liability Company shall be Henderson Barrett, LLC.

1.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

(a) This Agreement shall have been adopted and approved by the members of each limited liability company in accordance with the requirements of Delaware and Florida law;

(b) An executed Certificate of Merger shall have been filed with the Secretary of State of the State of Delaware and Florida.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of Henderson Brothers, LLC shall cease and Henderson Barrett, LLC, as the Surviving Limited Liability Company, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its and Henderson Brothers, LLC Managing Members, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of Henderson Brothers, LLC in the manner as fully set forth under Delaware Law, (iv) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the assets, debts, liabilities and obligations of Henderson Brothers, LLC in the same manner as if Henderson Barrett, LLC had itself incurred them, all as more fully provided under the applicable provisions of Delaware and Florida law.

II

CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation. Upon the effectiveness of the Merger, the Certificate of Organization of Henderson Barrett, LLC in effect immediately prior to the effective Date of the Merger shall continue in full force and effect as the Certificate of Organization of Henderson Barrett, LLC the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 Operating Agreement. The Operating Agreement of Henderson Barrett, LLC in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Operating Agreement of the Surviving Limited Liability Company until duly amended in accordance with the provisions thereof and applicable law.

2.3 Managing Member: The managing member and officer of Henderson Barrett, LLC in effect immediately prior to the Effective Date of the Merger shall be the managing member of the Surviving Limited Liability Company until their respective successors shall have been duly elected and qualified or until as otherwise provided by law.

III

MANNER OF CONVERSION OF SECURITIES

3.1 Henderson Brothers, LLC Membership Shares. Upon the Effective Date of the Merger, all Membership Shares of Henderson Brothers, LLC outstanding immediately prior thereto shall, by virtue of the Merger and without any action by Henderson Brothers, LLC, shall be changed and converted into one Membership Share of the Surviving Limited Liability Company.

3.2 Exchange of Certificates. After the Effective Date of the Merger, each holder of an outstanding Membership Certificate representing an interest in Henderson Brothers, LLC may, at such certificate holder's option, surrender the same for cancellation to the transfer agent and registrar for the Membership Certificate of the surviving Limited Liability Company, as exchange agent (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefore a certificate or certificates representing their number of Membership Shares of the Surviving Limited Liability Company. shares were converted as herein provided. Until so surrendered, each outstanding membership certificate theretofore representing membership shares of Henderson Brothers, LLC shall be deemed for all purposes to represent the number of membership shares of the Surviving Limited Liability Company.

3.3 Future Rights. There are no outstanding rights to acquire additional interests in Henderson Barrett, LLC.

IV

GENERAL

4.1 Covenants. Henderson Barrett, LLC covenants and agrees that it will, on or before the Effective Date of the Merger:

- (a) Qualify to do business as a domestic limited liability company in the State of Florida;
- (b) File any and all documents with the Florida Department of State; and
- (c) Take such other actions as may be required by Florida law.

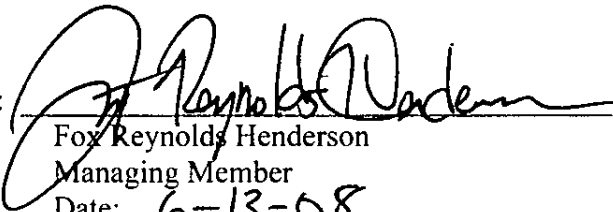
4.2 Further Assurances. From time to time, as and when required by Henderson Barrett, LLC, or by its successors or assigns, there shall be executed and delivered on behalf of Henderson Barrett, LLC such documents and other instruments to carry out the purposes of this Agreement. The managing members and officers of Henderson Barrett, LLC are fully authorized in the name and on behalf of Henderson Barrett, LLC to take any and all such action and to execute and deliver any and all such deeds and other instruments.

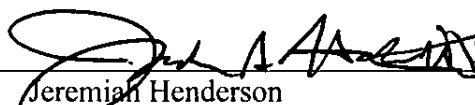
4.5 Registered Office. The registered office of the Surviving Limited Liability Company in the State of Florida is 249 Mack Bayou Loop, Suite 301, Santa Rosa Beach, FL 32459.

4.6 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Limited Liability Company at 249 Mack Bayou Loop, Suite 301, Santa Rosa Beach, FL 32459 and copies thereof will be furnished to any member of either Henderson Brothers, LLC or Henderson Barrett, LLC, upon request and without cost.

IN WITNESS WHEREOF, this Agreement and Plan of Merger, having first been approved by resolutions of the Boards of Directors of CNC Delaware and CNC Florida, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

HENDERSON BROTHERS, LLC
a Delaware limited liability company

By: 
Fox Reynolds Henderson
Managing Member
Date: 6-13-08

By: 
Jeremiah Henderson
Member
Date: 6/13/08

HENDERSON BARRETT, LLC
a Florida limited liability company

By: 
Fox Reynolds Henderson
Managing Member