

L07000095305

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

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02/19/13--01010--009 **25.00

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 FEB 18 PM 12:55

Menger/CC
@ 2/19/13

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Grantham Investments, LLC
Name of Surviving Party

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

Please return all correspondence concerning this matter to the following:

Name of Contact person: Scott B. Barloga
Firm/ Company: Pope & Barloga, P.A.
Address: 736 Jenks Avenue
City/State and Zip Code: Panama City, FL 32401

lldavidenko@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Scott B. Barloga at (850) 784-9174
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ Certified copy (optional) \$30.00

MAILING ADDRESS:

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

STREET ADDRESS:

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 1, 2013

SCOTT B. BARLOGA
POPE & BARLOGA, PA
736 JENKS AVENUE
PANAMA CITY, FL 32401

SUBJECT: GRANTHAM INVESTMENTS, LLC
Ref. Number: L07000095305

We have received your document for GRANTHAM INVESTMENTS, LLC. However, the document has not been filed and is being returned for the following:

The fee to file the merger is \$25 per entity and \$30 for the certified copy you requested.

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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 113A00002576

RECEIVED
13 FEB 18 AM 7:28
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 FEB 18 PM 12:55

**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, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Grantham, LTD. 340 West 23 rd Street Suite A Panama City, FL 3245	Florida	Limited Partnership

Florida Document/Registration Number: A99000001821 FEI/EIN 59-3609122

SECOND: The exact name, address jurisdiction, and entity type of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Grantham Investments, LLC	Florida	Limited Liability Company

Street Address: 340 West 23rd Street
Suite A
Panama City, FL 32405

Mailing Address: 340 West 23rd Street
Suite A
Panama City, FL 32405

Florida Document/Registration Number: L07000095305 FEI/EIN N/A

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by the 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 not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.


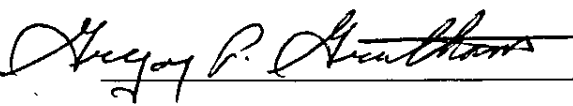
SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The effective date of the merger shall be the date of filing with the Florida Department of State:

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Grantham Investments, LLC		Gregory P. Grantham, its manager and authorized representative of the member
Grantham, LTD.		Gregory P. Grantham, its general partner

REQUIRED SIGNATURES FOR EACH ENTITY TYPE:

All Corporations: Signature of Chairman, Vice Chairman, President or any officer.
All General Partnerships: Signatures of two partners.
All Domestic Limited Partnerships: Signature of all general partners.
All Non-Florida Limited Partnerships: Signature of one general partner.
All Limited Liability Companies: Signature of a member or authorized representative of a member.

Fees:

- 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

Certified Copy (optional): \$30.00

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Grantham, LTD 340 West 23 rd Street Suite A Panama City, FL 32405	Florida	Limited Partnership

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Grantham, Investments, LLC	Florida	Limited Liability Company

<u>Street Address:</u>	340 West 23 rd Street Suite A Panama City, FL 32405
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<u>Mailing Address:</u>	340 West 23 rd Street Suite A Panama City, FL 32405
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THIRD: The terms and conditions of the merger are as follows:

Grantham, LTD is being merged with and into Grantham Investments, LLC and the separate existence of Grantham, LTD shall cease. Grantham Investments, LLC shall be the surviving entity and shall continue its existence under the laws of the State of Florida and shall keep the same name.

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:

A one percent interest in Grantham, LTD as it exists immediately prior to the merger will become a one percent interest in Grantham Investments, LLC on the effective date of the merger. The capital accounts of the members will be adjusted accordingly.

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:

Not Applicable

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Not Applicable



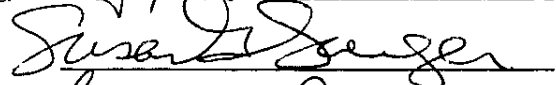

SIXTH: If a limited liability company is the surviving entity the name and address of the manager is as follows:

Gregory P. Grantham
340 West 23rd Street
Suite A
Panama City, FL 32405


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*

IN WITNESS WHEREOF, each Partner / Member of the entities have caused this Plan of Merger to be approved. Each Partner / Member acknowledges this Plan of Merger to be the act and deed of the entities on whose behalf the Partner / Member has executed this document and, under penalties of perjury, certifies that the matters and facts set forth herein are true in all material respects to the best of that person's knowledge, information and belief.

GRANTHAM, LTD

<u>Signature(s)</u>	<u>Name of Individual</u>
	Gregory P. Grantham, as the General Partner
	Gregory P. Grantham, as Trustee of the Grantham Family Trust, dated December 13, 2012 (limited partner_
	Susan Saenger (limited partner)
	Laura Davidenko (limited partner)

GRANTHAM INVESTMENTS, LLC

<u>Signature(s)</u>	<u>Name of Individual</u>
	Gregory P. Grantham, Trustee of the Grantham Family Trust, dated December 13, 2012 (sole member)