

L0800003/332

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

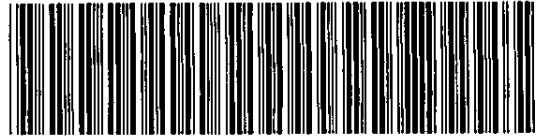
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## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Lorie Ellen Ward, P.L.

&

Priority Title of Northwest Florida, Inc.

Signature

Requested by: SETH

12/31/14

Name

Date

Time

Walk-In

Will Pick Up

- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☒ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

CERTIFICATE OF MERGER OF  
LORI ELLEN WARD, P.L.,  
a Florida limited liability company,  
AND  
PRIORITY TITLE OF NORTHWEST FLORIDA, INC.,  
a Florida corporation

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The following Certificate of Merger is submitted in accordance with the Florida Revised Limited Liability Company Act, pursuant to Section 605.1025, et seq., Florida Statutes, and in accordance with the Florida Business Corporation Act, pursuant to Section 607.1109, et seq., Florida Statutes.

First: The name and jurisdiction of the Surviving Limited Liability Company:

*L08000031332*

Lori Ellen Ward, P.L., a Florida limited liability company

Second: The name and jurisdiction of the Merging Corporation:

Priority Title of Northwest Florida, Inc., a Florida corporation

*P09000013923*

Third: The Plan of Merger is attached. A copy of the Plan of Merger is also on file at the principal place of business of the Surviving Limited Liability Company, to wit:

Lori Ellen Ward, P.L.  
11490 Emerald Coast Parkway, Suite 201E  
Miramar Beach, FL 32550

Fourth: The merger shall become effective on December 31, 2014.

Fifth: Adoption of Merger by the Surviving Limited Liability Company:

The Plan of Merger was adopted by the sole member of the Surviving Limited Liability Company in accordance with Section 605.1023, Florida Statutes, on December 30, 2014.

Sixth: Adoption of Merger by the Merging Corporation:

The Plan of Merger was adopted by the sole shareholder and director of the Merging Corporation in accordance with Section 607.1103, Florida Statutes, on December 30, 2014.

**Surviving Limited Liability Company:**  
LORI ELLEN WARD, P.L.,  
a Florida limited liability company

**Merging Corporation:**  
PRIORITY TITLE OF NORTHWEST  
FLORIDA, INC.,  
a Florida corporation

By: *Lori Ellen Ward*  
Lori Ellen Ward,  
Authorized Member

By: *Lori Ellen Ward*  
Lori Ellen Ward,  
President

PLAN OF MERGER OF  
LORI ELLEN WARD, P.L.,  
a Florida limited liability company,  
AND  
PRIORITY TITLE OF NORTHWEST FLORIDA, INC.,  
a Florida corporation

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This Plan of Merger dated December 30, 2014, is made and entered into between Lori Ellen Ward, P.L., a Florida limited liability company, herein referred to as the "Surviving Entity", and Priority Title of Northwest Florida, Inc., a Florida corporation, herein referred to as the "Merged Entity".

RECITALS:

- A. Lori Ellen Ward, P.L. is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 11490 Emerald Coast Parkway, Suite 201E, Miramar Beach, Florida 32550.
- B. The membership of Lori Ellen Ward, P.L. is held as follows:  
  
Lori Ellen Ward                      100%
- C. Priority Title of Northwest Florida, Inc. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 11490 Emerald Coast Parkway, Suite 201E, Miramar Beach, Florida 32550.
- D. The ownership of Priority Title of Northwest Florida, Inc. is held as follows:  
  
Lori Ellen Ward                      100 shares      Sole Shareholder/Officer/Director
- E. The manager, member, sole shareholder, and director of the constituent limited liability company and corporation deem it desirable and in the best business interests of the respective entities that Priority Title of Northwest Florida, Inc. be merged into Lori Ellen Ward P.L., pursuant to the provisions of Sections 605.1021, et seq., of the Florida Revised Limited Liability Company Act and Sections 607.1101, et seq. of the Florida Business Corporation Act, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent business entities agree as follows:

- 1. Merger. Priority Title of Northwest Florida, Inc. (the "Merged Entity") shall merge with and into Lori Ellen Ward, P.L., which shall be the Surviving Entity. The merger shall become effective on December 31, 2014 (the "Effective Date").
- 2. Terms and Conditions. On the Effective Date of the merger, the separate existence of the Merged Entity shall cease, and the Surviving Entity shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of the Merged Entity, without the necessity for any separate transfer. The Surviving Entity shall then be responsible and liable

for all liabilities and obligations of the Merged Entity, and neither the right of creditors nor any liens on the property of the Merged Entity shall be impaired by the merger.

3. Conversion of Shares and Membership Interests. As of the Effective Date, all of the outstanding shares of stock in the Merged Entity, and any certificates evidencing the same, shall be canceled, and the membership interests in the Surviving Entity outstanding immediately prior to the merger shall remain issued and outstanding from and after the Effective Date. In light of the identity of ownership between the Merged Entity and the Surviving Entity, the sole member of the Surviving Entity, as of the Effective Date, shall be Lori Ellen Ward, who will own 100% of the membership interests in the Surviving Entity.


4. Limited Liability Company Operating Agreement. The Limited Liability Company Operating Agreement of Lori Ellen Ward, P.L., as in effect on the Effective Date (the "Surviving Entity Operating Agreement") shall be the Limited Liability Company Operating Agreement of the Surviving Entity until thereafter changed or amended as provided therein or by applicable law.

5. Management. The manager of the Surviving Entity on the Effective Date of the merger shall continue as the manager of the Surviving Entity until such time as said manager shall resign or be replaced in accordance with the terms and provisions of the Surviving Entity Operating Agreement.


6. Approval by Members. This Plan of Merger has been approved by 100% of membership interests of the Surviving Entity and by the sole shareholder and director of the Merged Entity, as evidenced by their execution hereof.

Executed on behalf of the parties hereto by their respective manager and executive officer and confirmed by their respective member and shareholder/director on December 30, 2014.

**Surviving Limited Liability Company:**  
LORI ELLEN WARD, P.L.,  
a Florida limited liability company

By:   
Lori Ellen Ward,  
Authorized Member

**Merging Corporation:**  
PRIORITY TITLE OF NORTHWEST  
FLORIDA, INC.,  
a Florida corporation

By:   
Lori Ellen Ward,  
President

**Surviving Entity  
Member:**

  
Lori Ellen Ward

**Merged Entity  
Shareholder/Director:**

  
Lori Ellen Ward

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