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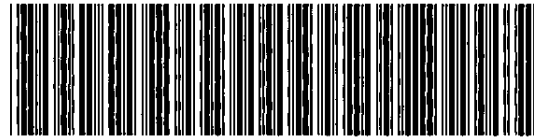
(Business Entity Name)

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2008 DEC 29 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
DEC 31 2008
EXAMINER

FILED

Certificate and Plan of Merger

2008 DEC 29 PM 1:19

The following constitutes a plan of merger in accordance with Florida Statutes §§607.1108 and 608.438 and a certificate of merger prepared for filing in accordance with Florida Statutes §§607.1109 and 608.4382. In this merger, Silver Bluff Management Corp. I, a corporation formed under the laws of the State of Florida, will merge into Shenandoah Holdings, LLC, a limited liability company formed under the laws of the State of Florida, which will be the surviving entity.

1. Terms and Conditions of Merger.

The merger shall take effect upon filing these articles of merger with the Secretary of State, State of Florida.

2. Manner and Basis of Converting Interests of the Members.

The interests of the members of Shenandoah Holdings, LLC will be unchanged by this merger, and the shares of the shareholders of Silver Bluff Management Corp. I will be converted upon the effective date into the right to receive cash in the aggregate amount of three dollars. There are no and shall be no continuing rights to acquire interests in either company.

3. Articles of Organization and Operating Agreement of the Surviving Entity.

The surviving entity is Shenandoah Holdings, LLC, a Florida limited liability company, and its articles of organization and operating agreement will not be changed as a result of this merger. Management of Shenandoah Holdings, LLC, the surviving entity, is not vested in one or more managers.

4. Effective Date of the Merger.

The merger shall be effective on the date of filing the articles of merger with the Secretary of State, State of Florida.

5. Provision Authorizing Abandonment.

Neither party to this merger is authorized to abandon the proposed merger.

6. Approval.

This plan of merger was approved by each company in accordance with the applicable provisions of Chapters 607 and 608 of the Florida Statutes.

7. Appraisal and Appraisal Rights.

The undersigned sole member of Shenandoah Holdings, LLC hereby votes for and approves the merger. Therefore, no member of Shenandoah Holdings, LLC is entitled to appraisal

rights as a result of this merger.

WITNESS our signatures this 23 day of December, 2008.

Shenandoah Holdings, LLC

Silver Bluff Management Corp. I

By: Amelia Coury
Amelia Coury, member

By: Amelia Coury
Amelia Coury, its President

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