

LD800009983

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

2 checks, DOC

\$43.75 used to revoke diss.

Office Use Only

L. SELLERS

MAY 29 2009

EXAMINER



200144724822

200144724822
05/22/09--01005--010 **15.00

05/08/09--01020--026 **70.00

05/08/09--01020--027 **8.75

CC

corp + HC

FILED
09 MAY 28 PM 12: 58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Merger
[Signature]

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

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May 4, 2009

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

Re: Ray's Nursery, Inc.
Revocation of Dissolution
Merger

Dear Ladies and Gentlemen:

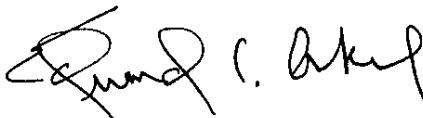
Enclosed are:

1. Articles of Revocation of Dissolution together with check in the amount of \$35 to revoke the Articles of Dissolution inadvertently filed March 26, 2009.
2. Articles of Merger together with check in the amount of \$70 as a filing fee.
3. Check in the amount of \$8.75 for a certified copy of the Articles of Merger as filed.

Please file these documents as soon as possible and advise the undersigned of filing and return the certified copy of Articles of Merger.

Thank you for your assistance and cooperation.

Very truly yours,



EDWARD C. AKEL

ECA/gp
Enclosures

cc: Judge Ray Gatlin (w/encl.)
Edward P. Schmitzer, C.P.A. (by email w/encl.)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 13, 2009

EDWARD C. AKEL
ONE INDEPENDENT DRIVE, STE. 2301
JACKSONVILLE, FL 32202-5059

SUBJECT: RAY'S LAND, LLC
Ref. Number: L08000099813

We have received your document for RAY'S LAND, LLC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to merge 2 LLC's is \$50.00. There is a balance due of \$15.00.

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) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 309A00016260

ARTICLES AND PLAN OF MERGER
OF
RAY'S NURSERY, INC.
("Merged Entity")
INTO
RAY'S LAND, LLC
("Surviving Entity")

ARTICLES AND PLAN OF MERGER effective as of November 30, 2008 for tax and accounting purposes, between RAY'S LAND, LLC, a Florida limited liability company, the "Surviving Entity," and RAY'S NURSERY, INC., a Florida corporation, the "Merged Entity."

WHEREAS, the Surviving Entity is a limited liability company organized and existing under the laws of the State of Florida. The Merged Entity is a corporation organized under the laws of the State of Florida; and

WHEREAS, the Surviving Entity is the sole shareholder of the Merged Entity and this merger is being done as a part of the plan to liquidate the Merged Entity by merger into the Surviving Entity; and

WHEREAS, the plan of merger and liquidation was approved by each business entity that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617 and/or 620, Florida Statutes. The business entities shall merge under and pursuant to the laws of the State of Florida; and

WHEREAS, the member/owner and manager of the Surviving Entity and the director and shareholder of the Merged Entity have approved these Articles and Plan of Merger at a meeting held on November 30, 2008.

NOW, THEREFORE, IN CONSIDERATION OF THE PREMISES AND MUTUAL COVENANTS AND AGREEMENTS HEREIN SET FORTH, AND FOR THE PURPOSES OF PRESCRIBING THE TERMS AND CONDITIONS OF THE MERGER, THE PARTIES ADOPT ARTICLES AND PLAN OF MERGER AS FOLLOWS:

1. Effective November 30, 2008 for tax and accounting purposes, the "Effective Date," the Merged Entity shall be deemed to have merged with and liquidated into the Surviving Entity which shall survive the merger and which shall have the same name as it now has.

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SECRETARY OF STATE

2. The name of the Surviving Entity shall be RAY'S LAND, LLC. The purposes for which the Surviving Entity is formed and the nature of the business to be transacted by it are general in nature and shall be as set forth in the Articles of Organization of the Surviving Entity.

3. The name and business of the Manager of the Surviving Entity shall be:

JUDGE RAY GATLIN
4481 Raintree Drive
Macclenny, Florida 32063,

who shall hold office until a successor has been elected and qualified. The Surviving Entity shall have the same Registered Office, Registered Agent and addresses as it now has as follows:

JUDGE RAY GATLIN
4481 Raintree Drive
Macclenny, Florida 32063.

4. On the effective date of the merger, the shareholder of the Merged Entity shall be the member/owner of the Surviving Entity in the same percentage as the shareholder's stock ownership percentage in the Merged Entity.

5. On the effective date of the merger, all of the real and personal property (tangible and intangible), rights, privileges and franchises, of whatsoever nature and description, of the Merged Entity, including without limitation any real property, choses in action lawsuits, mortgages, promissory notes and security interests, belonging to the Merged Entity, shall be transferred to, vested in and shall devolve upon the Surviving Entity, without further act or deed; and all property rights, privileges and franchises, and every other asset and interest, whether tangible or intangible and real or personal, shall be as effectually the property of the Surviving Entity as they were of the Merged Entity, and the title to all real estate vested in the Merged Entity shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in the Surviving Entity. All debts, liabilities and duties of the Merged Entity shall, thereafter, be assumed by and attached to the Surviving Entity, and may be enforced against it to the same extent as if such debts, liabilities and duties have been incurred or contracted by the Surviving Entity.

6. The Surviving Entity shall pay all expenses of the merger agreement and reserves the right to amend its Articles of Organi-

zation at any time afterward, in accordance with the provisions of the laws of the State of Florida.

7. The member/owner and manager of the Surviving Entity and the director and shareholder of the Merged Entity unanimously approved and adopted these Articles and Plan of Merger at a meeting held for such purpose on the date of execution of these Articles and Plan of Merger.

8. The manager of the Surviving Entity and the officers of the Merged Entity shall cause these Articles of Merger to be filed with the Secretary of the State of Florida in conformity with the laws of Florida.

9. The Surviving Entity will furnish a copy of these Articles and Plan of Merger to any of the shareholders of the Merged Entity and the members of the Surviving Entity upon request and without charge.

IN WITNESS WHEREOF, the President and Secretary of RAY'S NURSERY, INC., a Florida corporation, and the manager and member of RAY'S LAND, LLC, a Florida limited liability company, hereby sign and deliver these Articles as of the effective date above.

RAY'S NURSERY, INC.

RAY'S LAND, LLC

By Judge Ray Gatlin
JUDGE RAY GATLIN,
President, director and
sole shareholder

By Judge Ray Gatlin
JUDGE RAY GATLIN,
Manager and sole Member

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