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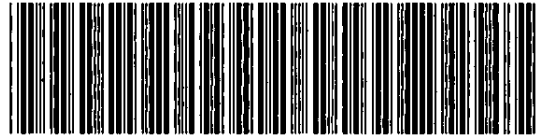
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12/29/08--01024--019 \*\*80.00

EFFECTIVE DATE

12/31/08

FILED  
08 DEC 29 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

N. G. G. DEC 30 2008

**PAGE, SCRANTOM, SPROUSE, TUCKER & FORD, P. C.**  
**ATTORNEYS AND COUNSELLORS AT LAW**

SYNOVUS CENTRE

1111 BAY AVENUE, THIRD FLOOR  
COLUMBUS, GEORGIA 31901

WEB SITE ADDRESS:  
WWW.COLUMBUSGALAW.COM

MAILING ADDRESS:  
P. O. BOX 1199  
COLUMBUS, GEORGIA 31902  
TELEPHONE (706) 324-0251  
TELECOPIER (706) 323-7519

CECIL M. CHEVES  
(706) 243-5610  
FAX (706) 243-0417  
CMC@PSSTF.COM

W. M. PAGE  
W. G. SCRANTOM, JR.  
J. EDWARD SPROUSE  
WILLIAM L. TUCKER  
CHARLES H. FORD, JR.\*  
E. LOWRY REID, JR.  
B. DAVIS LANEY  
MARCUS B. CALHOUN, JR.  
CECIL M. CHEVES\*  
J. RONALD MULLINS, JR.  
RUSSELL E. HINDS\*  
DAVID A. SIEGEL  
ALLAN E. KAMENSKY  
DAVID A. BUEHLER  
VIRGIL TED THEUS  
JAMES C. CLARK, JR.

\*ALSO ADMITTED IN ALABAMA

ANGELA M. HICKS\*  
JERALD L. WATTS, II  
ROBERT M. MCKENNA  
KENNETH E. EVANS, JR.\*  
THOMAS F. GRISTINA\*\*  
ROBERT C. BRAND, JR.  
JOSEPH A. SILLITTO  
LINDA D. NGUYEN\*  
TRAVIS C. HARGROVE\*  
CHANDLER W. RILEY\*  
ADAM R. PEASE\*  
APRIL H. HOCUTT\*  
LAUREN K. DIMITRI

\*\*ALSO ADMITTED IN VIRGINIA  
AND THE DISTRICT OF COLUMBIA

December 23, 2008

**VIA FEDERAL EXPRESS**

Department of State  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**Re Certificate of Merger**

**W&O INVESTMENTS, LLC      W&O INVESTMENTS FLORIDA, LLC**  
**a Georgia limited liability company      a Florida limited liability company**

Dear Sir/Madam:

Please find enclosed the following documents for filing in your office:

1. Original and one copy of Merger Transmittal Letter
2. Original and one copy of the Certificate of Merger, including the Plan of Merger as Exhibit A; and
3. A check in the amount of \$80 for the required filing fees of \$25.00 per Limited Liability Company and \$30.00 for one certified copy of the Certificate of Merger.

Upon filing, please return the certified Certificate of Merger to us in the enclosed Federal Express envelope. Thank you very much for your assistance in this matter.

Sincerely,  
PAGE, SCRANTOM, SPROUSE,  
TUCKER & FORD, P.C.

By

  
Cecil M. Cheves

CMC/ash  
Enclosures

W0951-0001-4

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** W & O Investments Florida, 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:

Cecil Cheves

(Contact Person)

Page, Scrantom, Sprouse, Tucker & Ford, PC

(Firm/Company)

1111 Bay Avenue, 3rd Floor

(Address)

Columbus, GA 31901

(City, State and Zip Code)

For further information concerning this matter, please call:

Cecil Cheves

(Name of Contact Person)

at ( 706 ) 243-4079

(Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$30.00

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

W & O INVESTMENTS FLORIDA, LLC

and

W & O INVESTMENTS, LLC

**CERTIFICATE OF MERGER**

**FILED**

**08 DEC 29 PM 2:12**

**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

The undersigned, being W & O INVESTMENTS FLORIDA, LLC, a Florida limited liability company ("W & O Investments Florida") and W & O INVESTMENTS, LLC, a Georgia limited liability company ("W & O Investments Georgia"), hereby make, acknowledge, and file this Certificate of Merger pursuant to the provisions of the Florida Statutes (Fla. Stat. § 608.4382 *et. seq.*) effective as of 11:59 p.m., E.S.T. December 31, 2008.

1. Name and Form of Constituent Organizations. W & O Investments Florida is a Florida limited liability company organized and validly existing under the laws of the state of Florida and its corporate name is W & O INVESTMENTS FLORIDA, LLC. W & O Investments Georgia is a limited liability company organized and validly existing under the laws of the state of Georgia and its corporate name is W & O INVESTMENTS, LLC.

2. Surviving Organization. Subsequent to the merger of W & O Investments Florida and W & O Investments Georgia, W & O Investments Florida shall be the surviving organization.

3. Effective Date of Merger. The merger of W & O Investments Florida and W & O Investments Georgia shall be effective as of 11:59 p.m., E.S.T. December 31, 2008.

4. Approval of Merger. W & O Investments Florida and W & O Investments Georgia believe the merger of the limited liability companies is in the best interests of each limited liability company and such merger has been approved in accordance with the applicable provisions of each limited liability company's operating agreement. A copy of the Agreement and Plan of Merger which sets forth the terms and conditions of said merger, as adopted by W & O Investments Florida and W & O Investments Georgia, is attached hereto as Exhibit "A".

[SIGNATURE PAGE FOLLOWS]

In witness whereof, the Manager of the constituent limited liability companies to the above referenced merger has hereunder set her hands effective as of 11:59 p.m., E.S.T. December 31, 2008.

W & O INVESTMENTS. FLORIDA, LLC,  
a Florida limited liability company

By: Bettye A. Cheves  
Bettye A. Cheves, Manager

W & O INVESTMENTS, LLC  
a Georgia limited liability company

By: Bettye A. Cheves  
Bettye A. Cheves, Manager

# EXHIBIT A

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into this 21st day of December, 2008 between W & O INVESTMENTS, LLC, a Georgia limited liability company ("W & O Investments Georgia"), and W & O INVESTMENTS FLORIDA, LLC, a Florida limited liability company ("W & O Investments Florida");

### WITNESSETH

WHEREAS, W & O Investments Florida is a limited liability company organized and validly existing under the laws of the state of Florida, with its designated office at 8152 Residence Court, Amelia Island, Florida 32034;

WHEREAS, W & O Investments Georgia is a limited liability company organized and validly existing under the laws of the state of Georgia, with its principal place of business at 1111 Bay Avenue, 3<sup>rd</sup> Floor, Columbus, Georgia 31901;

WHEREAS, the manager of W & O Investments Georgia and W & O Investments Florida is Bettye A. Cheves and the manager deems it advisable and for the benefit of each of said limited liability companies and in furtherance of their respective purposes, that W & O Investments Georgia merge with and into W & O Investments Florida, and W & O Investments Florida to be the surviving limited liability company of the merger with its designated office at 8152 Residence Court, Amelia Island, Florida 32034;

NOW, THEREFORE, for and in consideration of the assets and of the mutual agreements, promises and covenants hereinafter contained, it is hereby agreed by and between W & O Investments Georgia and W & O Investments Florida that W & O Investments Georgia be merged with and into W & O Investments Florida, the existence of which shall be continued under the name of "W & O INVESTMENTS FLORIDA, LLC", and thereafter the individual existence of W & O Investments Georgia shall cease. The terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect are and shall be as follows:

# EXHIBIT A

1.

Pursuant to this Agreement and Plan of Merger and effective 11:59 p.m., E.S.T. December 31, 2008, W & O Investments Georgia shall be merged with and into W & O Investments Florida and W & O Investments Florida shall continue in existence and the merger shall in all respects have the effects provided for in Fla. Stat. §608.4383.

2.

All acts and things required to be done by the Florida Statutes shall be attended to and done by the manager of W & O Investments Georgia and W & O Investments Florida.

3.

The surviving business entity will be W & O Investments Florida, with its designated office at 8152 Residence Court, Amelia Island, Florida 32034.

4.

From and after the filing of the Plan of Merger, the Articles of Organization of W & O Investments Florida, as in effect at such date, shall be the Articles of Organization of the surviving business entity and shall continue in effect until the same shall be altered, amended or repealed as therein provided or as provided by law.

5.

Under the terms of the merger, each interest of members of W & O Investments Georgia shall be exchanged for and become the same interest of members of W & O Investments Florida. Therefore, subsequent to said merger, the membership interest of W & O Investments Florida shall be as follows:

William L. Amos, Jr.	50%
Bettye A. Cheves	50%

6.

As of 11:59 p.m., E.S.T. December 31, 2008, the separate existence of W & O Investments Georgia shall cease. In accordance with the terms of this Agreement and Plan of Merger, W & O Investments Florida shall possess all the rights, privileges, immunities and franchises, of a public as well as of a private nature, of W & O Investments Georgia and of W & O Investments Florida. All property, real, personal and mixed, and all debts due on whatever

# EXHIBIT A

account, and all and every other interest of or belonging to or due to W & O Investments Georgia shall be taken and deemed to be transferred to and vested in W & O Investments Florida without further act or deed; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter the property of W & O Investments Florida as effectually as they were of W & O Investments Georgia. The title to any real estate, whether by deed or otherwise, vested in either W & O Investments Georgia or W & O Investments Florida, shall not revert or be in any way impaired by reason of the merger. W & O Investments Florida shall thenceforth be responsible and liable for all the liabilities and obligations of W & O Investments Georgia. Any claim existing or action or proceeding pending may be prosecuted as if the merger had not taken place, or W & O Investments Florida may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of W & O Investments Georgia or W & O Investments Florida shall be impaired by the merger.

7.

Anything herein to the contrary notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned at any time prior to the filing of the Articles of Merger in accordance with Fla. Stat. §608.4382.

IN WITNESS WHEREOF, W & O INVESTMENTS, LLC and W & O INVESTMENTS FLORIDA, LLC have each caused this Agreement and Plan of Merger to be executed on their respective behalf and their respective seals affixed and the foregoing attested, all by their duly authorized manager, this 21st day of December, 2008.

W & O INVESTMENTS FLORIDA, LLC,  
a Florida limited liability company

By: Betty A. Cheves  
Betty A. Cheves, Manager

W & O INVESTMENTS, LLC,  
a Georgia limited liability company

By: Betty A. Cheves  
Betty A. Cheves, Manager

FILED  
08 DEC 29 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA