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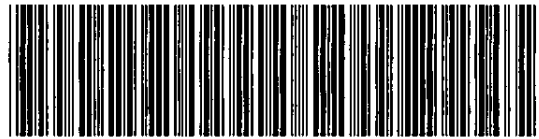
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

DEC 30 2008

EXAMINER

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

SYNOVUS CENTRE

1111 BAY AVENUE, THIRD FLOOR
COLUMBUS, GEORGIA 31901

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WWW.COLUMBUSGALAW.COM

MAILING ADDRESS:
P. O. BOX 1199
COLUMBUS, GEORGIA 31902
TELEPHONE (706) 324-0251
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CECIL M. CHEVES
(706) 243-5610
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DAVID A. SIEGEL
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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

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08 DEC 29 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re Certificate of Merger

WLA, Sr., LLC
a Georgia limited liability company

WLA, Sr., FLORIDA, LLC
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

W0950-0001-3

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WLA, Sr., 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)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Cecil Cheves

at (706) 243-4079

(Name of Contact Person)

(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

**WLA, SR. FLORIDA, LLC
and
WLA, SR., LLC**

CERTIFICATE OF MERGER

The undersigned, being WLA, SR. FLORIDA, LLC, a Florida limited liability company ("WLA, Sr. Florida") and WLA, SR., LLC, a Georgia limited liability company ("WLA, Sr. 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. WLA, Sr. Florida is a Florida limited liability company organized and validly existing under the laws of the state of Florida and its corporate name is WLA, SR. FLORIDA, LLC. WLA, Sr. Georgia is a limited liability company organized and validly existing under the laws of the state of Georgia and its corporate name is WLA, SR., LLC.

2. Surviving Organization. Subsequent to the merger of WLA, Sr. Florida and WLA, Sr. Georgia, WLA, Sr. Florida shall be the surviving organization.

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

4. Approval of Merger. WLA, Sr. Florida and WLA, Sr. 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 WLA, Sr. Florida and WLA, Sr. Georgia, is attached hereto as Exhibit "A".

[SIGNATURE PAGE FOLLOWS]

EFFECTIVE DATE 12/31/08

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TALLAHASSEE, FLORIDA

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.

WLA, SR. FLORIDA, LLC,
a Florida limited liability company

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

WLA, SR., LLC,
a Georgia limited liability company

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

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TALLAHASSEE, FLORIDA

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into this 21st day of December, 2008 between WLA, SR., LLC, a Georgia limited liability company ("WLA, Sr. Georgia"), and WLA, SR. FLORIDA, LLC, a Florida limited liability company ("WLA, Sr. Florida");

WITNESSETH

WHEREAS, WLA, Sr. 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, WLA, Sr. 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 1000 Bay Avenue, 3rd Floor, Columbus, Georgia 31901;

WHEREAS, the manager of WLA, Sr. Georgia and WLA, Sr. 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 WLA, Sr. Georgia merge with and into WLA, Sr. Florida, and WLA, Sr. 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 WLA, Sr. Georgia and WLA, Sr. Florida that WLA, Sr. Georgia be merged with and into WLA, Sr. Florida, the existence of which shall be continued under the name of "WLA, SR. FLORIDA, LLC", and thereafter the individual existence of WLA, Sr. 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:

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JACKSONVILLE, FLORIDA

EXHIBIT A

1.

Pursuant to this Agreement and Plan of Merger and effective 11:59 p.m., E.S.T. December 31, 2008, WLA, Sr. Georgia shall be merged with and into WLA, Sr. Florida and WLA, Sr. 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 WLA, Sr. Georgia and WLA, Sr. Florida.

3.

The surviving business entity will be WLA, Sr. 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 WLA, Sr. 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 WLA, Sr. Georgia shall be exchanged for and become the same interest of members of WLA, Sr. Florida. Thereafter, subsequent to said merger, the membership interests of WLA, Sr. 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 WLA, Sr. Georgia shall cease. In accordance with the terms of this Agreement and Plan of Merger, WLA, Sr. Florida shall possess all the rights, privileges, immunities and franchises, of a public as well as of a private nature, of WLA, Sr. Georgia and of WLA, Sr. Florida. All property, real, personal and mixed, and all debts due on whatever account, and all and every other interest of or belonging to

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CLERK OF DISTRICT COURT
JULIA S. ELLIS
TALLAHASSEE, FLORIDA

EXHIBIT A

or due to WLA, Sr. Georgia shall be taken and deemed to be transferred to and vested in WLA, Sr. 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 WLA, Sr. Florida as effectually as they were of WLA, Sr. Georgia. The title to any real estate, whether by deed or otherwise, vested in either WLA, Sr. Georgia or WLA, Sr. Florida, shall not revert or be in any way impaired by reason of the merger. WLA, Sr. Florida shall thenceforth be responsible and liable for all the liabilities and obligations of WLA, Sr. Georgia. Any claim existing or action or proceeding pending may be prosecuted as if the merger had not taken place, or WLA, Sr. Florida may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of WLA, Sr. Georgia or WLA, Sr. 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, WLA, SR., LLC and WLA, SR. 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.

WLA, SR. FLORIDA, LLC,
a Florida limited liability company

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

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08 DEC 29 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WLA, SR., LLC,
a Georgia limited liability company

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