

LD8000117137

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H09000000206 3)))



H090000002063ABCR

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:  
Division of Corporations  
Fax Number : (850) 617-6380

L. SELLERS

JAN - 52008

From:  
Account Name : FISHER, TOUSEY, LEAS & BALL  
Account Number : I19990000021  
Phone : (904) 356-2600  
Fax Number : (904) 355-0233

EXAMINER

RECEIVED

2009 JAN -2 AM 8:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

OLSC Land Ventures, LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$58.75

Electronic Filing Menu

Corporate Filing Menu

Help

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

09 JAN -5 AM 8:09

FILED

**ARTICLES AND PLAN OF MERGER**  
*by and between*  
**GMC LAND VENTURES, LLC,**  
*with*  
**OLSC LAND VENTURES, LLC**  
**AS THE SURVIVING ENTITY**

THESE ARTICLES AND PLAN OF MERGER (the "*Articles of Merger*") are made and entered into this 31<sup>st</sup> day of December, 2008, by and between OLSC LAND VENTURES, LLC, a Florida limited liability company with its principal office at 377 N.W. 14<sup>th</sup> Street, Ocala, Florida 34475 (the "*Surviving Entity*"), and GMC LAND VENTURES, LLC, a Florida limited liability company with its principal office at 377 N.W. 14<sup>th</sup> Street, Ocala, Florida 34475 (the "*Disappearing Entity*"). In these Articles of Merger, the Surviving Entity and the Disappearing Entity are collectively referred to as the "*Constituent Entities*".

A. J & J Moxon Partnership, Ltd., a Florida limited partnership, is the sole member of the Surviving Entity and the Disappearing Entity (the "*Member*").

B. In conjunction with the reorganization of the assets of the Member, the Member has determined (1) it to be in its best interest to contribute the assets of the Disappearing Entity to the Surviving Entity, and (2) that the most efficient method of making such contribution is causing the Disappearing Entity to merge with and into the Surviving Entity pursuant to the terms and conditions set forth in these Articles of Merger (the "*Merger*").

NOW, THEREFORE, the Constituent Entities and the Member, in consideration of the mutual covenants, agreements and provisions set forth below, have agreed that the Disappearing Entity will merge with and into the Surviving Entity pursuant to the laws of the State of Florida upon the terms and conditions set forth below shall govern:

**ARTICLE I**  
**MERGER**

As of December 31, 2008 (the "*Effective Date*"), the Disappearing Entity shall be merged with and into the Surviving Entity. Upon the approval of these Articles of Merger by the Secretary of State of the State of Florida and the payment of all fees and taxes required by the laws of the State of Florida, these Articles of Merger shall be filed with the Secretary of State of the State of Florida. The Merger shall be effective, and the separate existence of the Disappearing Entity shall cease (except as continued by statute) as of the Effective Date. Following the Merger, the Surviving Entity shall be governed by the laws of the State of Florida, which state shall be its domicile.

FILED  
09 JAN -5 AM 8:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
H09000000206

## **ARTICLE II**

### **ARTICLES OF ORGANIZATION**

The Articles of Organization of the Surviving Entity as in effect immediately prior to the effective date of the Merger shall remain in full force and effect as the Articles of Organization of the Surviving Entity after the Merger.

## **ARTICLE III**

### **CONVERSION OF OUTSTANDING MEMBERSHIP INTERESTS**

Because the (a) Member owns one hundred percent (100%) membership interest in the Disappearing Entity, and (b) the membership interest of the Member in the Disappearing Entity is not certificated or maintained in any form other than a percentage of ownership in the Disappearing Entity, no additional membership interest in the Surviving Entity can be issued in conjunction with the Merger.

## **ARTICLE IV**

### **TERMS AND CONDITIONS**

(a) The Operating Agreement of the Surviving Entity in effect on the Effective Date of the Merger shall continue to be the Operating Agreement of the Surviving Entity.

(b) The mailing address of the Surviving Entity shall be P.O. Box 1389, Ocala, Florida 32678-1389 and the principal office of the Surviving Entity shall be 377 N.W. 14<sup>th</sup> Street, Ocala, Florida 34475.

(c) If at any time the Surviving Entity shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest in the Surviving Entity, according to the terms hereof, the title to any property or rights of the Disappearing Entity, the proper officers and representatives of the Disappearing Entity or the Surviving Entity shall execute and make all such property assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Entity or otherwise to carry out the intent or accomplish the purposes of these Articles of Merger.

## **ARTICLE V EFFECT OF MERGER**

Upon the effectiveness of the Merger, (a) the separate existence of the Disappearing Entity, except insofar as it may be continued by statute, shall cease, and (b) the Surviving Entity shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises for a public as well as a private nature, and be subject to all restrictions, disabilities, and duties of the Disappearing Entity, and all the rights, privileges, immunities, powers and franchises of the Disappearing Entity and all property, real, personal and mixed, and all debts due or belonging to the Disappearing Entity, shall be vested in the Surviving Entity; and all assets (tangible, intangible, personal, real or otherwise), property, rights, privileges, immunities, powers and franchises, and every other interest shall be the property of the Surviving Entity, and the title to any real estate vested by deed or otherwise in the Disappearing Entity shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of the Disappearing Entity shall be preserved, unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities, obligations and duties of the Disappearing Entity attach to and shall be assumed by the Surviving Entity, and may be enforced against the Surviving Entity to the same extent as if those debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Entity.

## **ARTICLE VI AUTHORIZATION OF MERGER**

The Members of the Constituent Entities, by resolution, have approved the Plan of Merger set forth in these Articles of Merger.

## **ARTICLE VII COMPLIANCE WITH LEGAL REQUIREMENTS**

All provisions of the laws of the State of Florida applicable to the Merger have been or will have been complied with upon the filing and recording of these Articles of Merger with the Secretaries of State of the State.

*Remainder of Page Intentionally Blank -- Signature Page Follows*

H09000000206

IN WITNESS WHEREOF, the Constituent Entities have caused these Articles of Merger to be executed the day and year first above written.

GMC LAND VENTURES, LLC,  
a Florida limited liability company

By: Henry J. Moxon  
Henry J. Moxon, Manager

OLSC LAND VENTURES, LLC,  
a Florida limited liability company

By: Henry J. Moxon  
Henry J. Moxon, Manager

FILED  
09 JAN -5 AM 8:09  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

H09000000206