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Division of Corporations

002/009

Page 1 of 1

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From: Account Name : JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP.
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MERGER OR SHARE EXCHANGE

Southern Oaks Grove, LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$58.75

Merger/CC
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March 2, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SOUTHERN OAKS GROVE, LLC
9109 SILVERTHORN ROAD
LARGO, FL 33770

SUBJECT: SOUTHERN OAKS GROVE, LLC
REF: L09000005306

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The fee to file the merger is \$25.00 per entity and \$30.00 for a certified copy, totaling \$80.00.

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H15000051391
Letter Number: 415A00004214

Irene, Entities have filed their 2015 Annual Reports. I don't know why the Estimated Fee Charge is incorrect as I indicated two LLC's and a certified copy but if it is \$80.00 then please charge that amount to our account. If you need anything, don't hesitate to contact me.

Sue Thomas, CP, FRP
(727) 898-6690

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**ARTICLES OF MERGER
OF
MCCORMICK WOODS INVESTMENTS, LLC,
a Florida limited liability company,
with and into
SOUTHERN OAKS GROVE, LLC,
a Florida limited liability company**

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The undersigned limited liability companies in accordance with the Florida Revised Limited Liability Company Act, hereby adopt the following Articles of Merger:

ARTICLE I. Constituent Limited Liability Companies. The names of the companies that are parties to the merger and these Articles of Merger are MCCORMICK WOODS INVESTMENTS, LLC, a Florida limited liability company, with its principal business office located at 1901 Ulmerton Road, #475, Clearwater, Florida 33762 and SOUTHERN OAKS GROVE, LLC, a Florida limited liability company, with its principal business office located at 1901 Ulmerton Road, #475, Clearwater, Florida 33762.

ARTICLE II. Surviving Entity. The limited liability company to survive the merger is SOUTHERN OAKS GROVE, LLC, a Florida limited liability company, which shall continue under its present name.

ARTICLE III. Plan of Merger. A copy of the Plan of Merger is attached hereto and made a part hereof (the "Plan of Merger"). No member of the Surviving Entity or the Merged Entity will, as a result of the Merger, become personally liable for the liabilities or obligations or any other person or entity unless that member approves the Plan of Merger and otherwise consents to becoming personally liable.

ARTICLE IV. Adoption. The Plan of Merger was duly adopted by the members of the Surviving Entity by unanimous written action of even date herewith as required by the laws of the State of Florida and there are no members of the Surviving Entity who are entitled to appraisal rights under the laws of the State of Florida, including but not limited to Section 605.1006, Florida Statutes. The Plan of Merger was duly adopted by the members of the Merged Entity by unanimous written action of even date herewith as required by the laws of the State of Florida and there are no members of the Merged Entity who are entitled to appraisal rights under the laws of the State of Florida, including but not limited

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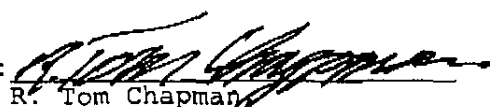
to Section 605.1006, Florida Statutes.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 22 day of February, 2015.

MCCORMICK WOODS INVESTMENTS,
LLC, a Florida limited
liability company

SOUTHERN OAKS GROVE, LLC,
a Florida limited liability
Company

By: 
R. Tom Chapman
Authorized Member

By: 
R. Tom Chapman
Authorized Member

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PLAN OF MERGER

This PLAN OF MERGER (the "Agreement"), is made and entered into as of the 22nd day of February, 2015 by and between SOUTHERN OAKS GROVE, LLC, a Florida limited liability company (the "Surviving Entity") and MCCORMICK WOODS INVESTMENTS, LLC, a Florida limited liability company (the "Merging Entity").

Recitals

The Surviving Entity and the Merged Entity desire to adopt a plan of merger pursuant to Florida law.

NOW, THEREFORE, for and in consideration of the recitals and the representations, warranties, covenants, agreements and undertakings hereinafter set forth, the parties agree to the following Plan of Merger and reorganization:

1. **Plan of Merger.** On the Effective Date (as defined in Section 4 below) MCCORMICK WOODS INVESTMENTS, LLC, a Florida limited liability company, shall merge with and into SOUTHERN OAKS GROVE, LLC, a Florida limited liability company, in accordance with the merger laws of the State of Florida. SOUTHERN OAKS GROVE, LLC, a Florida limited liability company, shall continue to exist under the laws of the State of Florida as the Surviving Entity and the separate existence of MCCORMICK WOODS INVESTMENTS, LLC, a Florida limited liability company, shall terminate on the Effective Date of the Merger.

2. **Articles of Organization.** The Articles of Organization of the Surviving Entity in effect on the Effective Date of the Merger will continue to be the Articles of Organization of the Surviving Entity and shall not be changed by virtue of the Merger.

3. **Operating Agreement.** The Operating Agreement of the Surviving Entity in effect on the Effective Date of the Merger shall be the Operating Agreement of the Surviving Entity until amended in accordance with law, or as specified in the Articles of Organization or Operating Agreement of the Surviving Entity.

4. **Effective Date of the Merger.** The date the Merger shall become effective (the "Effective Date") shall be as of the date the Articles of Merger have been duly filed with the Florida Department of State. Each of the parties hereto agrees that they shall execute such documents and such other instruments and take such corporate or other acts or actions as may be necessary to effectuate this Merger.

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5. Effect of Merger. On the Effective Date of the Merger the separate existence of the Merged Entity shall cease. As provided by the Florida Revised Limited Liability Company Act, the Surviving Entity shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises of a public, as well as of a private nature, of the Merged Entity and shall be subject to all the restrictions, disabilities and duties of such Merged Entity; and all property, real (including the real property located in Polk County, Florida and described on Exhibit "A" attached hereto), personal and mixed, and all debts due on whatsoever account, including all subscription to membership interests, and all other choses in action, and all and every interest, of or belonging to or due to the Merged Entity shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act, deed, or transfer; and the title to any real estate (including the real property located in Polk County, Florida and described on Exhibit "A" attached hereto), or any interest therein, vested in the Merged Entity shall not revert or in any way be impaired by reason of such Merger. The Surviving Entity shall henceforth be responsible and liable for all debts, obligations and other liabilities of the Merged Entity; and any claim existing or action or proceeding pending by or against the Merged Entity may be prosecuted as if such Merger had not taken place, or the Surviving Entity may be substituted in its place. Neither the rights of creditors nor any liens upon the property of the Merged Entity shall be impaired by such Merger.

6. Exchange of Membership Interests. On the Effective Date of the Merger, the outstanding percentage Membership Interests of the Merged Entity shall be cancelled, retired and surrendered for cancellation and shall cease to exist as of the Effective Date of the Merger, due to the fact that the members of the Merged Entity are the same as the members of the Surviving Entity in the same ownership percentages as they own Membership Interests of the Merged Entity. On the Effective Date of the Merger, each issued and outstanding percentage Membership Interest of the Surviving Entity immediately prior to the Merger shall be not be converted or exchanged in any manner and each percentage Membership Interest that is issued and outstanding as of the Effective Date of the Merger shall continue to be an issued and outstanding percentage Membership Interest of the Surviving Entity after the Effective Date of the Merger.

7. Counterparts. This Plan of Merger may be executed in one (1) or more counterparts, each of which shall be deemed an original, but all of which together will constitute one (1) and the same instrument. The parties hereto agree that facsimile and electronically transmitted portable document format (pdf)

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signatures shall be deemed originals.

8. Further Assurances. If, at any time, the managers, members or officers of the Surviving Entity shall determine that additional conveyances, documents, or other actions are necessary to carry out the provisions of this Plan of Merger, the managers, members and officers of the Merged Entity as of the Effective Date of the Merger shall execute such conveyances, or documents or take such actions.

9. Amendment/Abandonment of Plan. The Members of the Surviving Entity have authorized any one of the Members of the Surviving Entity to amend this Plan of Merger or abandon the Merger, prior to the Effective Date of the Merger, without further action of the Members. The Members of the Merged Entity have authorized any one of the Members of the Merged Entity to amend this Plan of Merger or abandon the Merger, prior to the Effective Date of the Merger, without further action of the Members.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

WITNESSES:

Sam Allen
gwl

SOUTHERN OAKS GROVE, LLC, a
Florida limited liability
company

By: R. Tom Chapman
R. Tom Chapman,
Authorized Member

Sam Allen
gwl

MCCORMICK WOODS INVESTMENTS,
LLC, a Florida limited
liability

By: R. Tom Chapman
R. Tom Chapman,
Authorized Member

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Exhibit "A"
to
Plan of Merger

Legal Description

Lots 112 through 155, Lots 183 through 191, Lots 198 through 277 and Lots 279, 280, 300, 301 and 302 of WHISPERING TRAILS PHASE 2, according to the Plat thereof as recorded in Plat Book 143, Pages 49, 50 and 51, of the Public Records of Polk County, Florida.

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