

Division of Corporations

Page 1 of 2

Florida Department of State
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MERGER OR SHARE EXCHANGE
Claywood/BCT, LLC

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ARTICLES AND PLAN OF MERGER

by and between
CLAYWOODS/BCT, LLC,
and
CLAYWOODS/BCT, LLLP
with
CLAYWOODS/BCT, LLC
AS THE SURVIVING ENTITY

THESE ARTICLES AND PLAN OF MERGER (the "*Articles of Merger*") are made and entered into this 31st day of December, 2018, by and between, CLAYWOODS/BCT, LLC, a Florida limited liability company, with document number L09000018548, and its principal office located at 2245 St. Johns Avenue, Jacksonville, Florida 32204 (the "*Surviving Entity*"), CLAYWOODS/BCT, LLLP, a Florida limited liability limited partnership, with document number A09000000150, and its principal office located at 2245 St. Johns Avenue, Jacksonville, Florida 32204 (the "*Disappearing Entity*"). In these Articles of Merger, the Surviving Entity and the Disappearing Entity are collectively referred to as the "*Constituent Entities*."

A. The general partner of the Disappearing Entity is the Surviving Entity; the Surviving Entity will not receive an additional membership interest in the Surviving Entity as a result of the Merger.

B. The limited partners of the Disappearing Entity will receive an interest in the Surviving Entity pursuant to such limited partner's limited partnership ownership in the Disappearing Entity.

C. In conjunction with a reorganization of the Surviving Entity and the Disappearing Entity, the members and limited partners have determined (1) it to be in its best interest to transfer the assets of the Disappearing Entity to the Surviving Entity, and (2) that the most efficient method of making such transfer is to cause 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, 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.

**ARTICLE I
MERGER**

As of December 31, 2018 (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 continue to be governed by the laws of the State of Florida.

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ARTICLE II CONVERSION OF OUTSTANDING MEMBERSHIP INTERESTS

(a) The general partner of the Disappearing Entity is the Surviving Entity and will not receive an additional membership interest in the Surviving Entity as a result of the Merger.

(b) The limited partners of the Disappearing Entity shall receive a membership interest in the Surviving Company pursuant to such limited partner's ownership in the Disappearing Entity.

ARTICLE III TERMS AND CONDITIONS

(a) The Articles of Organization of the Surviving Entity in effect on the Effective Date of the Merger shall remain in full force and effect as the Articles of Organization of the Surviving Entity.

(b) The principal office of the Surviving Entity shall be 2245 St. Johns Avenue, Jacksonville, Florida 32204.

(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 managers, 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 IV 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; 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.

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**ARTICLE V
AUTHORIZATION OF MERGER**

The merger between the Surviving Entity and the Disappearing Entity was approved pursuant to the provisions of Sections 605.1021 through 605.1023, Florida Statutes, by the Surviving Entity and approved pursuant to the provisions of Sections 620.2106 through 620.2109, Florida Statutes, by the Disappearing Entity.

**ARTICLE VI
MANAGEMENT**

Immediately upon and after the merger of the Disappearing Entity with and into the Surviving Entity, Allen F. Skinner shall serve as the manager of the Surviving Entity until his successor is elected and qualified or at his earlier resignation or removal.

**ARTICLE VII
APPRAISAL RIGHTS**

Pursuant to Sections 605.1006 and 605.1061 through 605.1072, Florida Statutes, and Sections 620.1110 and 620.2113 through 620.2124, Florida Statutes, the Surviving Entity agrees to pay appraisal rights to the members of the Disappearing Entity to the effect that such members are entitled to appraisal rights.

**ARTICLE VIII
COMPLIANCE WITH LEGAL REQUIREMENTS**

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

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

SURVIVING ENTITY:

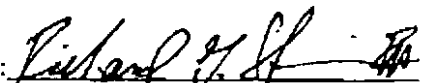
CLAYWOODS/BCT, LLC,
a Florida limited liability company


By: 
Richard G. Skinner, III, as Manager

DISAPPEARING ENTITY:

CLAYWOODS/BCT, LLLP,
a Florida limited liability limited partnership,

By: CLAYWOODS/BCT, LLC,
a Florida limited liability company,
as General Partner

By: 
Richard G. Skinner, III, as Manager


Margaret A. Skinner, as a Limited Partner


Claire M. Skinner, as a Limited Partner

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