

L09000025189

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(City/State/Zip/Phone #)

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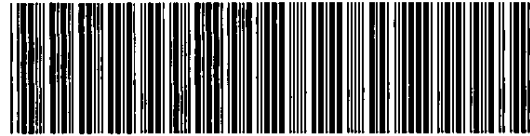
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 SEP -2 PM 12:15

T. HAMPTON

SEP - 3 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GLOBAL GREEN HOLDINGS, 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:

WILLIAM R. LITTLE III

Contact Person

GLOBAL GREEN HOLDINGS, LLC

Firm/Company

4460 LEGENDARY DR., STE 400

Address

DESTIN, FL 32541

City, State and Zip Code

williamrlittle@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

WILLIAM R. LITTLE III

Name of Contact Person

at (850) 837-1530 EXT 3013

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

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
GLOBAL GREEN HOLDINGS,		
LLC	GEORGIA	LLC
GLOBAL GREEN HOLDINGS,		
LLC	FLORIDA	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
GLOBAL GREEN HOLDINGS,	LLC FLORIDA	LLC - L090000 25189

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

MERGER EFFECTIVE ON THE DATE OF FILING

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

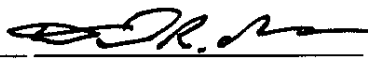
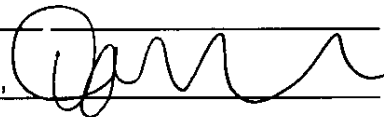
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address:

Mailing address:

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
GLOBAL GREEN HOLDINGS, LLC (GA LLC)		DAVID R. BENNETT
GLOBAL GREEN HOLDINGS, LLC (FL LLC)		DAVID W. SPENCE

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees:

For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

Certified Copy (optional): \$30.00

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>GLOBAL GREEN HOLDINGS,</u>		
<u>LLC</u>	<u>GEORGIA</u>	<u>LLC</u>
<u>GLOBAL GREEN HOLDINGS,</u>		
<u>LLC</u>	<u>FLORIDA</u>	<u>LLC</u>

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>GLOBAL GREEN HOLDINGS,</u>	<u>LLC</u>	<u>FLORIDA</u>
		<u>LLC</u>

THIRD: The terms and conditions of the merger are as follows:

GLOBAL GREEN HOLDINGS, LLC, A GEORGIA LLC AND GLOBAL GREEN
HOLDINGS, LLC, A FLORIDA LLC, WILL MERGE INTO GLOBAL GREEN
HOLDINGS, LLC . THE EIN WILL BE 26-4454838 AND USED ON ALL TAX
FORMS. THE OWNERSHIP INTEREST IN THE SURVIVING LLC BE THE EXACT
SAME AS IN THE GEORGIA LLC. THE MERGER WILL BE EFFECTIVE ON THE
FILING DATE AND OPERATE UNDER THE LIMITED LIABILITY COMPANY
LAWS OF THE STATE OF FLORIDA. THE SURVIVING LLC WILL OPERATE
OUT OF THE FLORIDA OFFICE LOCATED IN DESTIN, FL 32541.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

THE OWNERSHIP INTEREST OF THE NEW SURVIVING LLC WILL BE THE
SAME AS THE OWNERSHIP OF THE GEORGIA LLC. THE SURVIVING
FLORIDA LLC WILL ASSUME ALL THE OBLIGATIONS OF THE GEORGIA LLC
(GLOBAL GREEN HOLDINGS, LLC). BLCL, LLC IS THE MAJORITY MEMBER
OF GLOBAL GREEN HOLDINGS, LLC.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

THE RIGHTS OF THE MEMBERS OF THE SURVIVING LLC ARE EXACTLY
THE SAME AS THEIR RIGHTS IN THE OLD GEORGIA LLC.

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

THE EFFECTIVE DATE OF THIS MERGER WILL BE THE DATE OF FILING.

THE SURVIVING ENTITY WILL OPERATE UNDER THE LAWS OF THE STATE
OF FLORIDA AND USE THE EIN (26-4454838). AN OPERATING AGREEMENT
WILL BE SIGNED BY ALL PARTIES ONCE THE MERGER BECOMES EFFECTIVE.

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

THE GEORGIA LLC WILL BE DISSOLVED FOLLOWING THIS MERGER.

(Attach additional sheet if necessary)