

# L09000034842

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

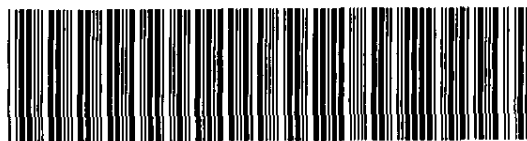
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**EXAMINER**



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DIVISION OF CORPORATIONS  
11 DEC 21 AM 8:29

# AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

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Writer's Direct Line: (850) 425-5457

December 21, 2011

EFFECTIVE DATE 12/31/2011

FILED STATE  
SECRETARY OF CORPORATIONS  
11 DEC 21 AM 8:29

Secretary of State  
2661 Executive Center Circle West  
Tallahassee, Florida 32301

**VIA HAND DELIVERY**

Re: Certificate of Merger  
Iamonia Corners LLC into Woodland Products, LLC

Dear Madam/Sir:

Enclosed are an original and one copy of the Certificate of Merger whereby Iamonia Corners LLC will merge into Woodland Products, LLC. Also enclosed is this firm's check in the amount of \$80.00, comprised of the \$25.00 filing fee per LLC and the \$30.00 certified copy fee.

If you will notify me when the certified copy is ready, I will have our messenger return to retrieve it. In the meantime, please do not hesitate to call me at (850) 425-5457 if you have any questions or need anything further to file this amendment.

Thank you in advance for your usual assistance in these matters.

Sincerely,

  
Donna Marie Walters, FRP  
Florida Registered Paralegal

/dmw

Enclosures

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018945.70465

EFFECTIVE DATE 12/31/2011

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### CERTIFICATE OF MERGER

Pursuant to Section 608.4382, Florida Statutes, **WOODLAND PRODUCTS, LLC**, a Florida limited liability company (**Woodland Products**), and **IAMONIA CORNERS LLC**, a Florida limited liability company (**Iamonia Corners**), adopt this Certificate of Merger and submit it to the Florida Department of State for the purposes of merging **Iamonia Corners** into **Woodland Products, LLC**, the latter of which is to survive the merger.

1. The exact name, entity type, and jurisdiction of each merging entity are:

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<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Iamonia Corners LLC	Florida	Limited Liability Company

2. The exact name, entity type, and jurisdiction of the surviving entity are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Woodland Products, LLC	Florida	Limited Liability Company

3. The attached Plan of Merger was approved by each of the entities that is a party to the merger in accordance with the applicable provisions of Chapter 608, F.S.

4. The merger shall become effective on December 31, 2011.

5. The Plan of Merger was adopted by the Member of the surviving entity on December 31, 2011.

6. The Plan of Merger was adopted by the Member of the merging entity on December 31, 2011.

#### **WOODLAND PRODUCTS, LLC**

By: Grass Lake, LLC  
a Delaware limited liability company

By: Kenneth G. McDermott  
Kenneth G. McDermott  
Its Manager

#### **IAMONIA CORNERS LLC**

By: Grass Lake, LLC  
a Delaware limited liability company

By: Kenneth G. McDermott  
Kenneth G. McDermott  
Its Manager

Woodland Products, LLC/Iamonia Corners LLC  
CERTIFICATE OF MERGER

**PLAN OF MERGER**  
(Non-subsidiaries)

The following PLAN OF MERGER (**Plan of Merger**), by and between **WOODLAND PRODUCTS, LLC**, a Florida limited liability company (**Woodland Products**), and **IAMONIA CORNERS LLC**, a Florida limited liability company (**Iamonia Corners**), was adopted and approved by each party to the merger in accordance with the pertinent provisions of Chapters 608, Florida Statutes.

1. The exact name, entity type, and jurisdiction of each **merging** entity are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Iamonia Corners LLC	Florida	Limited Liability Company

2. The exact name, entity type, and jurisdiction of the **surviving** entity are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Woodland Products, LLC	Florida	Limited Liability Company

3. A Certificate of Merger shall be filed with the Secretary of State of the State of Florida pursuant to Section 608.4382, F.S., upon approval of this Plan of Merger by a majority of the Members of Woodland Products and of the Members of Iamonia Corners as is authorized by the appropriate provisions of Chapter 608, F.S.

4. The Merger shall become effective on December 31, 2011 (the **Effective Date**).

5. The separate existence and organization of Iamonia Corners LLC shall cease upon the Effective Date, and thereafter Woodland Products, LLC, shall continue as the surviving party and shall be governed by the laws of the State of Florida.

6. The existence of Woodland Products, LLC, with all its purposes, powers, and objects shall continue unaffected and unimpaired by the Merger; and the surviving entity, Woodland Products, LLC, shall succeed to all the rights, privileges, immunities, franchises, property, debts, choses in action, liabilities, and obligations, of a public as well as of a private nature, of Iamonia Corners LLC.

7. Upon the Effective Date, the membership interests of the surviving entity and the member interests of the merging entity shall be cancelled; and new units or interests of Woodland Products, LLC, shall be issued to the Members based upon the relative value of the interests that each member held in the entities immediately prior to the Effective Date.

8. The Articles of Organization of the surviving entity shall continue to be its Articles of Organization following the Effective Date.

9. The Operating Agreement of the surviving entity shall continue to be its Operating Agreement following the Effective Date.

10. The Managers or Managing Members of the surviving entity on the Effective Date shall continue as Managers and/or Managing Members of the surviving entity until their successors have been elected or appointed.

11. If, at any time after the Effective Date, the Member of Woodland Products, LLC, shall determine that any further deeds, bills of sale, assignments, or assurances of law or any other things are necessary or desirable to vest, perfect, or confirm of record or otherwise in Woodland Products, LLC, the right, title, or interest in any property or right of Woodland Products, LLC, acquired or to be acquired by reason of, as a result of, or in connection with the Merger, the Member of Woodland Products, LLC, and the Member of Iamonia Corners LLC shall execute and deliver all such proper deeds, bills of sale, assignments, and assurances of law and do any and all things necessary or proper to vest, perfect, or confirm the right, title, or interest in such property and rights in Woodland Products, LLC, and otherwise carry out the purposes of this Plan of Merger.

12. This Agreement and the transactions contemplated herein may be terminated at any time prior to the Effective Date of the merger.

**WOODLAND PRODUCTS, LLC**

**IAMONIA CORNERS LLC**

By: Grass Lake, LLC  
a Delaware limited liability company

By: Grass Lake, LLC  
a Delaware limited liability company

By: Kenneth G. McDermott  
Kenneth G. McDermott  
Manager

By: Kenneth G. McDermott  
Kenneth G. McDermott  
Manager