

L09000084863

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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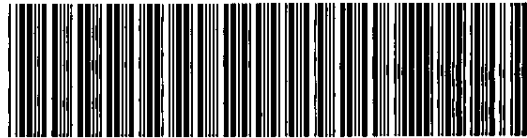
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/29/11--01003--005 **25.00

FILED
11 DEC 29 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Gulligan

DEC 30 2011



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 14, 2011

JEFF D. CUNNINGHAM
FOLTZ MARTIN, LLC
3525 PIEDMONT ROAD NE, BLDG 5, STE. 750
ATLANTA, GA 30305

SUBJECT: THE MCDAVID GROUP, LLC
Ref. Number: L09000084863

We have received your document for THE MCDAVID GROUP, LLC and your check(s) totaling \$30.00. However, the document has not been filed and is being retained in this office for the following:

The filing fee is \$25.00 for each Limited Liability Company and additional \$30.00 for a certified copy (optical). Please send the additional filing fee.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Regulatory Specialist II

Letter Number: 411A00027889

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: The McDavid Group, LLC

Name of Florida Limited Liability Company

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company" into an "Other Business Entity" in accordance with s.608.4403, F.S.

Please return all correspondence concerning this matter to:

Jeff D. Cunningham

Contact Person

Foltz Martin, LLC

Firm/Company

3525 Piedmont Road NE, Building 5, Suite 750

Address

Atlanta, Georgia 30305

City, State and Zip Code

jcunningham@foltzmartin.com

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

For further information concerning this matter, please call:

Jeff D. Cunningham

Name of Contact Person

at (404) 231-9397

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☒ \$30.00 Filing Fee
and Certificate of
Status

☐ \$55.00 Filing Fee
and Certified Copy

☐ \$60.00 Filing Fee,
Certified Copy, and
Certificate of Status

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 OF
THE MCDAVID GROUP, LLC INTO
THE MCDAVID GROUP, LLC**

FILED
11 DEC 29 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

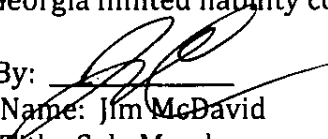
This CERTIFICATE OF MERGER is made to evidence the merger by and between THE MCDAVID GROUP LLC, a Florida limited liability company ("McDavid Florida"), and THE MCDAVID GROUP LLC, a Georgia limited liability company ("McDavid Georgia"), in accordance with § 608.4382 of the Florida Limited Liability Company Act.

- (1) The plan of merger by and between McDavid Florida and McDavid Georgia included as Exhibit "A" to this Certificate of Merger has been approved by unanimous consent of each of McDavid Florida and McDavid Georgia.
- (2) No domestic partnership is a party to this merger and thus no approval of any domestic partnership is needed under § 608.4382(1)(c) of the Florida Limited Liability Company Act.
- (3) No domestic corporation is a party to this merger and thus no approval of any domestic partnership is needed under § 608.4382(1)(d) of the Florida Limited Liability Company Act.
- (4) No other business entity is a party to this merger and thus no approval of any domestic partnership is needed under § 608.4382 of the Florida Limited Liability Company Act.
- (5) The effective date of this merger shall be the date of filing of these Articles of Merger with the Florida Department of State.
- (6) The address of the principal office of the surviving entity is 2800 Peachtree Industrial Boulevard, Suite G, Duluth, Georgia 30097.
- (7) McDavid Georgia, the surviving entity, hereby appoints the Secretary of State of Florida 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 §§ 608.4351-608.43595 of the Florida Limited Liability Company Act. The Secretary of State of Florida may mail any notice to McDavid Georgia to the following address: 3525 Piedmont Road NE, Suite 5-750, Atlanta, Georgia 30305-1586.

IN WITNESS WHEREOF, each of the undersigned entities has caused this Certificate of Merger to be duly executed in its name this 6th day of December, 2011.

[Signatures including on following page]

THE MCDAVID GROUP, LLC,
a Georgia limited liability company

By: 
Name: Jim McDavid
Title: Sole Member

THE MCDAVID GROUP, LLC,
a Florida limited liability company

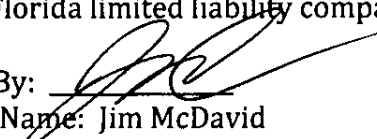
By: 
Name: Jim McDavid
Title: Sole Member

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is made and entered into this 6th day of December, 2011, by and between THE MCDAVID GROUP, LLC, a Georgia limited liability company ("McDavid Georgia"), and THE MCDAVID GROUP, LLC, a Florida limited liability company ("McDavid Florida"), said parties being hereinafter referred to sometimes as the "Constituent Parties".

WITNESSETH:

WHEREAS, McDavid Georgia is a limited liability company duly organized and validly existing under the laws of the State of Georgia;

WHEREAS, McDavid Florida is a corporation duly organized and validly existing under the laws of the State of Florida;

WHEREAS, the Board, or sole member of the respective Constituent Parties have determined that it is advisable and for the benefit of each of the said Constituent Parties and their respective shareholders, members and/or managers that the Constituent Parties be merged, with McDavid Georgia remaining the surviving company ("Surviving Company"), in accordance with the terms and conditions hereinafter set forth and the applicable provisions of the statutes of the State of Florida and the State of Georgia;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants, and provisions hereinafter contained, the Constituent Parties have agreed, and hereby agree, as follows:

ARTICLE 1. **MERGER**

The terms of the merger are:

(a) McDavid Florida shall be merged into McDavid Georgia on the Effective Date, as defined below, in accordance with the statutory procedures set forth in the Florida Limited Liability Company Act and the Georgia Limited Liability Company Act.

(b) McDavid Georgia shall be the surviving company and the company identity, existence, purposes, powers, franchises, rights, and immunities of McDavid Georgia shall continue unaffected and unimpaired by the merger. The Certificate of Organization and the Operating Agreement of McDavid Georgia shall remain in effect as the Certificate of Organization and the Operating Agreement of the surviving company. The duly qualified and acting managers of McDavid Georgia immediately prior to the Effective Date shall be the managers of the Surviving Company.

(c) All rights of creditors and all liens upon any property of McDavid Florida shall be preserved unimpaired, and all debts, liabilities, and duties of McDavid Florida shall be enforceable against McDavid Georgia.

(d) The separate existence of McDavid Florida, except insofar as specifically otherwise provided by law, shall cease at the Effective Date, whereupon the Constituent Parties shall become a single limited liability company.

(e) The assets, liabilities and net worth accounts of McDavid Florida shall be taken up on the books of McDavid Georgia as at the Effective Date in the amounts at which they shall then be carried on the books of McDavid Georgia, subject to such adjustments or eliminations of inter-company items as may be appropriate in giving effect to the merger.

(f) All company acts, plans, policies, approvals and authorizations of McDavid Florida, its members, managers, shareholders, and agents, which were valid and effective immediately prior to the Effective Date shall be assumed and taken for all purposes as the acts, plans, policies, approvals, and authorizations of McDavid Georgia, and shall be as effective and binding thereon as the same were with respect to McDavid Florida.

(g) The name of the surviving corporation shall be "The McDavid Group, LLC"

ARTICLE 2.
SERVICE OF PROCESS: REGISTERED AGENT

McDavid Georgia may be sued and served with process in any proceeding for the enforcement of any obligation of McDavid Florida. The registered office of McDavid Georgia is 3525 Piedmont Road NE, Suite 5-750, Atlanta, Georgia 30305-1586. The name of its registered agent at such address is Jeffrey D. Cunningham.

ARTICLE 3.
EFFECTING MERGER

The mode of carrying the merger into effect and the manner and basis of converting the membership interest of McDavid Florida into the membership interest of McDavid Georgia shall be as follows:

(a) Each issued and outstanding membership interest of McDavid Florida owned by a member of McDavid Florida shall, by virtue of the merger and without any action on the part of the member thereof, be converted into the membership interest of McDavid Georgia.

(c) To the extent required by applicable law, each member of McDavid Georgia will represent and warrant to McDavid Georgia that he, she or it is acquiring the membership interest in McDavid Georgia for his, her or its own account and that he, she or it will not resell the membership interest in McDavid Georgia unless pursuant to an offering registered under applicable federal and state securities laws or otherwise in compliance with or exempt therefrom.

(d) This Agreement shall be submitted for approval to the members or Boards of the respective Constituent Parties as provided by the applicable laws of the State of Florida and the State of Georgia. There shall be required for the adoption of this Agreement as to each of the Constituent Parties, the affirmative vote of the sole member of McDavid Florida.

(e) This Agreement and Plan of Merger has been designed to qualify as a tax-free reorganization pursuant to Section 368(a)(1) of the Internal Revenue code of 1986, as amended

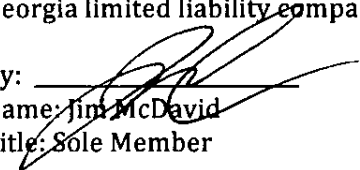
(the "Code"), and as such should not result in the recognition of gain or loss under the Code to any of the Constituent Parties or their shareholders or members, as applicable.

ARTICLE 4. EFFECTIVE DATE

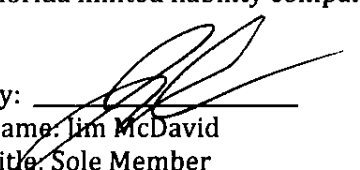
The merger shall become effective upon the date of filing of these Articles of Merger with the Georgia Secretary of State ("Effective Date"). If at any time before the Effective Date, a Constituent Party notifies another of its election to cancel the merger, by delivering written notice thereof, this Agreement and Plan of Merger shall be null and void, the merger shall not become effective, and the Constituent Party shall file no Articles of Merger or Certificate of Merger with the Florida Secretary of State or the Georgia Secretary of State, or if any such Articles of Merger or Certificate of Merger shall have been filed, the Constituent Parties shall take any necessary steps to rescind such filing.

[Signatures contained on following page]

THE MCDAVID GROUP, LLC,
a Georgia limited liability company

By: 
Name: Jim McDavid
Title: Sole Member

THE MCDAVID GROUP, LLC,
a Florida limited liability company

By: 
Name: Jim McDavid
Title: Sole Member

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