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10 MAR 26 PM 4:05

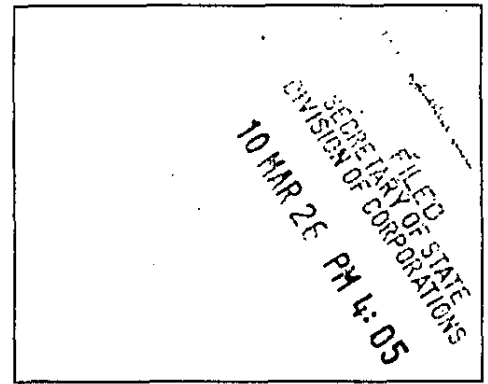
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B. KOHR

MAR 31 2010

EXAMINER

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EFFECTIVE DATE 3/31/2011

ENTITY NAME:

1. Black Marlin Investments, Inc. (FL) into Ted Glasrud Associates MN, LLC (MN)
2. Ted Glasrud Associates of Stuart, FL, Inc. (FL) into Ted Glasrud Associates FL, LLC (FL)
3. Blue Springs Investments, Inc. (FL) into Ted Glasrud Associates FL, LLC (FL)
4. Ted Glasrud Associates of Deland, FL, Inc. into Ted Glasrud Associates FL, LLC (FL)

CK# 8500 FOR \$250

PLEASE FILE THE ATTACHED MERGERS & RETURN THE FOLLOWING:

☐ CERTIFIED COPY

☒ STAMPED COPY

☐ CERTIFICATE OF STATUS

Examiner's Initials

EFFECTIVE DATE 3/31/2010

FILED
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**ARTICLES AND CERTIFICATE OF MERGER
OF
BLUE SPRINGS INVESTMENTS, INC., a Florida corporation
INTO
TED GLASRUD ASSOCIATES FL, LLC, a Florida limited liability company**

Pursuant to Section 607.1109 of the Florida Business Corporation Act (the "Corporation Act"), and Section 608.4382 of the Florida Limited Liability Company Act (the "LLC Act"), the undersigned organizations execute the following Articles and Certificate of Merger:

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

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<u>Name of Merging Company</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Blue Springs Investments, Inc. ("Blue Springs")	Florida	Corporation
<u>Name of Surviving Company</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Ted Glasrud Associates FL, LLC ("TGA FL")	Florida	Limited liability company

2. The name and jurisdiction of the surviving entity is Ted Glasrud Associates FL, LLC, a Florida limited liability company.

3. The Agreement and Plan of Merger attached hereto as Exhibit A (the "Plan of Merger"), and incorporated herein by reference, sets forth the terms and conditions of the merger.

4. The Plan of Merger has been adopted by the required consent of the sole member and the manager of TGA FL, in accordance with Section 608.4831 of the LLC Act, and by the required consent of the sole shareholder and the directors of Blue Springs, in accordance with Section 607.1103 of the Corporation Act.

5. The effective time and date of the merger shall be the later of 11:58 pm on March 31, 2010, or the date in which the Articles of Merger are filed with the Florida Secretary of State.

6. The Articles of Organization of TGA FL, as now in force and effect, shall be its Articles of Organization following the merger.

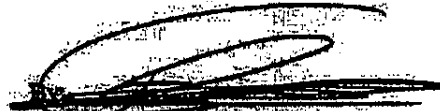
7. The executed Plan of Merger is on file at the offices of TGA FL located at 759 South Federal Highway, Royal Palm Financial Center, Suite 217, Stuart, Florida 34994.

8. A copy of the Plan of Merger will be furnished by TGA FL upon request and without cost to any shareholder of Blue Springs or to any member of TGA FL.

Signature Page to Articles and Certificate of Merger Follows

Entered into as of the 26th day of March, 2010.

BLUE SPRINGS INVESTMENTS, INC.


By: ~~Ted Glasrud~~
Manager/President of Glasrud
Its President

TED GLASRUD ASSOCIATES FL, LLC

By: **GLASRUD MANAGEMENT, INC.,**
Its Manager

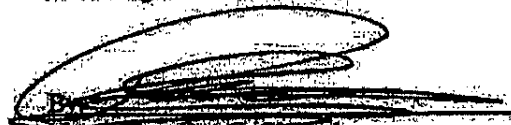

By: ~~Ted Glasrud~~
Manager/President of Glasrud
Its President

EXHIBIT A

See attached Agreement and Plan of Merger.

**AGREEMENT AND PLAN OF MERGER
OF
BLUE SPRINGS INVESTMENTS, INC., a Florida corporation
INTO
TED GLASRUD ASSOCIATES FL, LLC, a Florida limited liability company**

This Agreement and Plan of Merger ("Plan of Merger") is entered into by Blue Springs Investments, Inc., a Florida corporation, and Ted Glasrud Associates FL, LLC, a Florida limited liability company, effective as of the date set forth below.

**ARTICLE 1.
MERGER OF COMPANIES**

1.1) Merging Companies. The names and addresses of the constituent companies are Blue Springs Investments, Inc., a Florida corporation ("Blue Springs"), 759 South Federal Highway, Royal Palm Financial Center, Suite 217, Stuart, Florida 34994, and Ted Glasrud Associates FL, LLC, a Florida limited liability company ("TGA FL"), 759 South Federal Highway, Royal Palm Financial Center, Suite 217, Stuart, Florida 34994. The constituent companies shall be combined by the merger of Blue Springs with and into TGA FL, with TGA FL as the surviving company, pursuant to the applicable provisions of the Florida Business Corporation Act (the "Corporation Act") and the applicable provisions of the Florida Limited Liability Company Act (the "LLC Act") (the "Merger").

1.2) Surviving Company. The name and jurisdiction of the surviving company is Ted Glasrud Associates FL, LLC, a Florida limited liability company (the "Surviving Company").

**ARTICLE 2.
MEANS OF EFFECTING REORGANIZATION AND
MERGER AND CONVERTING OWNERSHIP INTEREST**

2.1) The Merger. The Merger shall be effective on the later of 11:58 pm on March 31, 2010, or the date in which the Articles of Merger are filed with the Florida Secretary of State (the "Effective Time"). At the Effective Time, Blue Springs shall be merged with and into TGA FL in accordance with the provisions of the Corporation Act and the provisions of the LLC Act, whereupon the separate company existence of Blue Springs shall cease, and TGA FL shall alone continue in existence as the Surviving Company. All transactions after the Effective Time shall be deemed transactions of and for the account of TGA FL as the Surviving Company.

2.2) Succession. As of the Effective Time, TGA FL shall succeed to and possess all rights, privileges, powers, franchises, assets, property, and immunities of both constituent companies. The title to any real property or any interest therein, vested by deed or otherwise, in either constituent company shall not revert or be in any way impaired by reason of the Merger. Further provided, all rights of creditors and all liens upon any property of either of the constituent companies shall be preserved unimpaired, limited in lien to the property affected by such liens at the Effective Time, and all debts, liabilities, and duties of either of the constituent

companies shall become those of TGA FL and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by TGA FL.

2.3) Instruments of Further Assurance. If at any time after the Effective Time, the Surviving Company shall determine or be advised that any instrument of further assurance is needed in order to evidence the vesting in it of the title of any of the constituent companies to any of the property rights of the constituent companies, the appropriate officer or manager of the constituent companies is hereby authorized to execute, to acknowledge, and to deliver all such instruments of further assurance, and to do all acts or things, in the name of the constituent companies, as may be required or desirable to carry out the provisions of this Plan of Merger.

2.4) Cancellation of Shares and Continuation of Membership Interests.

(a) Blue Springs Shares. Each share of common stock of Blue Springs held by the sole shareholder of Blue Springs immediately prior to the Effective Time shall, by virtue of the Merger, be cancelled.

(b) TGA FL Limited Liability Company Interests. Each limited liability company interest of TGA FL held by any person, whether as a member of TGA FL or otherwise, held immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, remain in existence.

ARTICLE 3. ORGANIZATION OF THE SURVIVING COMPANY

3.1) Articles of Organization of the Surviving Company. The Articles of Organization of the Surviving Company shall be the existing Articles of Organization of TGA FL in effect prior to the Effective Time until thereafter amended in accordance with applicable law.

3.2) Operating Agreement of the Surviving Company. The Operating Agreement of the Surviving Company shall be the Operating Agreement of TGA FL in effect prior to the Effective Time.


3.3) Manager of the Surviving Company. From and after the Effective Time, the manager of the Surviving Company shall be the manager of TGA FL.

3.4) Name and Business Address of Members and Managers of Surviving Company. The name and business address of the sole member of the Surviving Company is: Ted Glasrud Associates, Inc., a Minnesota corporation, located at 1700 West Highway 36, Suite 650, Roseville, MN 55113. The sole manager of the Surviving Company is: Glasrud Management, Inc., a Florida corporation, located at 759 South Federal Highway, Royal Palm Financial Center, Suite 217, Stuart, Florida 34994.

*****Signature Page to Agreement and Plan of Merger Follows*****

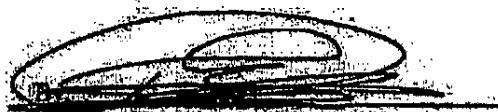
Entered into as of the 26th day of March, 2010.

BLUE SPRINGS INVESTMENTS, INC.


Name: Theodore G. Glasrud
Its: President

TED GLASRUD ASSOCIATES FL, LLC

By: GLASRUD MANAGEMENT, INC.,
Its: Manager


Name: Theodore G. Glasrud
Its: President