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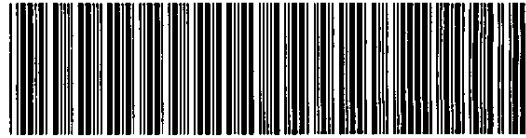
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T. HAMPTON

NOV 15 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: T.J. COLE 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:

JOHN PAULICH, III

Contact Person

PAULICH, SLACK & WOLFF, P.A.

Firm/Company

5147 CASTELLO DRIVE

Address

NAPLES, FL 34103

City, State and Zip Code

MARKCOLE2@ME.COM

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

For further information concerning this matter, please call:

JOHN PAULICH, III

Name of Contact Person

at (239)

261-0544

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

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ARTICLES OF MERGER
OF
T.J. COLE HOLDINGS, LLC
AND
T.J. HOLDINGS, L.L.C.

T.J. Cole Holdings, LLC, a Florida limited liability company and T.J. Holdings, L.L.C., a North Carolina limited liability company (individually, an "LLC," and collectively, the "LLCs"), hereby certify that:

FIRST: The LLCs agree to merge.

SECOND: The name, street address of its principal office, and place of organization of each of the parties to the merger are:

- 110000115046
(1) T.J. Cole Holdings, LLC, 8473 Bay Colony Drive #1202, Naples, Florida 34108 organized under the laws of Florida.

(2) T.J. Holdings, L.L.C., 300 North Greene Street, Suite 200, Greensboro, North Carolina 27401 organized under the laws of North Carolina.

THIRD: The name of the successor is **T.J. Cole Holdings, LLC**, which was organized under the laws of the State of Florida.

FOURTH: The principal office of T.J. Cole Holdings, LLC in the State of Florida is 8473 Bay Colony Drive #1202, Naples, Florida 34108. The principal office of T.J. Holdings, L.L.C. in the State of North Carolina is 300 North Greene Street, Suite 200, Greensboro, North Carolina 27401.

FIFTH: The attached Plan of Merger meets the requirements of section 608.438 and was approved by each LLC that is a party to the merger.

SIXTH: The terms and conditions of the Plan of Merger were advised, authorized and approved by the members of each LLC by the requisite vote of its members as set forth in the Operating Agreement.

SEVENTH: No amendment to the Articles of Organization of the successor LLC, T.J. Cole Holdings, LLC, is required on account of the merger.

EIGHTH: Prior to the merger, the percentage of interests of each class of interest in each LLC was:

(1) T.J. Cole Holdings, LLC

100 Membership Units

(2) T.J. Holdings, L.L.C.

100 Membership Units

NINTH: The manner and basis of converting the outstanding interests of each LLC into interests of the successor LLC are as follows:

Each Membership Unit in T.J. Cole Holdings, LLC as it exists immediately prior to the merger will remain on Membership Unit in T.J. Cole Holdings, LLC on the effective date of the merger.

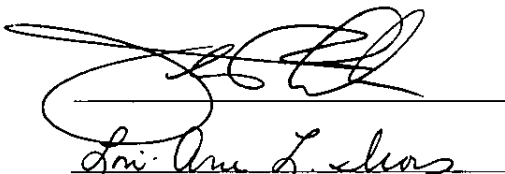
Each Membership Unit in T.J. Holdings, L.L.C. as it exists immediately prior to the merger will become one membership Unit in T.J. Cole Holdings, LLC on the effective date of the merger.

TENTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

ELEVENTH: The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, each party has caused these Articles of Merger to be signed in its name and on its behalf by its authorized person, and its seal to be hereunder affixed this 9th day of November, 2010. Each authorized person acknowledges these Articles of Merger to be the act and deed of the LLC on whose behalf the authorized person has executed these Articles of Merger and, under the penalties of perjury, certifies that the matters and facts set forth herein are true in all material respects to the best of that person's knowledge, information, and belief.

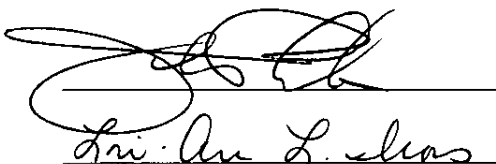
WITNESS:



M. Mark Cole

T.J. Cole Holdings, LLC

By: M. Mark Cole
M. Mark Cole, as its Sole Member
and Manager



M. Mark Cole

T.J. Holdings, LLC

By: M. Mark Cole
M. Mark Cole, as its Sole Member
and Manager

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PLAN OF MERGER

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T.J. Cole Holdings, LLC is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 8473 Bay Colony Drive #1202, Naples, Florida 34108.

T.J. Cole Holdings, LLC has a capitalization of 100 membership units of one dollar (\$1.00) par value, of which 100 membership units are issued and outstanding.

T.J. Holdings, LLC., a North Carolina limited liability company is a limited liability company organized and existing under the laws of the State of North Carolina with its principal office at 300 North Greene Street, Suite 200, Greensboro, North Carolina 27401.

T.J. Holdings, LLC has a capitalization of 100 membership units of one (\$1.00) par value stock, of which 100 membership units are issued and outstanding.

The members of the constituent limited liability companies deem it desirable and in the best business interests of the limited liability companies and their members that T.J. Holdings, LLC, a North Carolina limited liability company be merged into T.J. Cole Holdings, LLC, a Florida limited liability company pursuant to the provisions of Sections 608.438 of the Florida Statutes.

In consideration of the mutual covenants, and subject to the terms and conditions hereafter set forth, the constituent corporations agree as follows:

1. Merger. T.J. Holdings, LLC, a North Carolina limited liability company, shall merge with and into T.J. Cole Holdings, a Florida limited liability company, which shall be the surviving corporation.

2. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed limited liability company shall cease, and the surviving limited liability company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed limited liability company, without the necessity for any separate transfer. The surviving limited liability company shall thereafter be responsible and liable for all liabilities and obligations of the absorbed limited liability company, and neither the rights of creditors nor any liens on the property of the absorbed limited liability company shall be impaired by the merger.

3. Conversion of Shares. The manner and basis of converting the shares of the absorbed limited liability company into shares of the surviving limited liability company is as follows:

(a) Each membership unit of T.J. Holdings, LLC, a North Carolina limited liability company issued and outstanding on the effective date of the merger shall be converted into one (1) membership unit of T.J. Cole Holdings, LLC, a Florida limited liability company, which membership units of the surviving limited liability company shall thereupon be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each member owning membership units in the absorbed company shall surrender them to the surviving company or its duly appointed agent, in such manner as the surviving company shall legally require. On receipt of such membership units, the surviving company shall issue and exchange therefor membership units in the surviving company, representing the number of membership units to which such member is entitled as provided above.

4. Changes in Articles of Organization. The articles of organization of the surviving company shall continue to be its articles of organization following the effective date of the merger.

5. Changes in Operating Agreement. The operating agreement of the surviving company shall continue to be its operating agreement following the effective date of the merger.

6. Manager. The manager of the surviving company on the effective date of the merger shall continue as the manager of the surviving company.

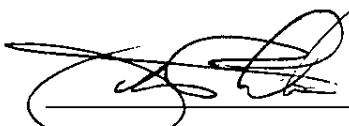
7. Prohibited Transactions. Neither of the constituent companies shall prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the constituent companies may take all action necessary or appropriate under the laws of the State of Florida and the State of North Carolina to consummate this merger.


8. Approval by Members. This plan of merger shall be submitted for the approval of the members of the constituent companies in the manner provided by the applicable laws of the State of Florida and the State of North Carolina at meetings to be held on or before November 9, 2010, or at such other time as to which the members of the constituent companies may agree.

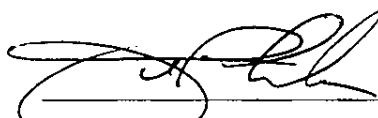
9. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

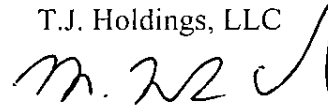
Executed on behalf of the parties by their members and managers on the date first above written.

WITNESS:


T.J. Cole Holdings, LLC

T.J. Cole Holdings, LLC
By: 
M. Mark Cole, as its Sole Member
and Manager


T.J. Holdings, LLC

T.J. Holdings, LLC
By: 
M. Mark Cole, as its Sole Member
and Manager

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