

L11000140253

Florida Department of State
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MERGER OR SHARE EXCHANGE K. L. BLANCHARD, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$58.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2011 DEC 15 AM 8:21

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EXAMINER

DEC 16 2011

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CERTIFICATE OF MERGER

Pursuant to the provisions of Sections 608.4382, *Florida Statutes*, this Certificate of Merger is entered into and adopted by and between K. L. BLANCHARD, LLC, a Mississippi limited liability company (hereinafter "KLB-Mississippi"), and K. L. BLANCHARD, LLC, a Florida limited liability company (hereinafter "KLB-Florida"), for the purpose of merging them into one of such entities.

1. KLB-Mississippi and KLB-Florida have adopted the attached Plan of Merger.
2. After the merger, the name of the surviving entity is K. L. BLANCHARD, LLC, and the surviving entity is a Florida limited liability company.

L11000140253

3. The Plan of Merger was adopted by KLB-Mississippi and KLB-Florida, pursuant to Section 608.4381, *Florida Statutes*, the applicable laws of the State of Mississippi, and in accordance with the respective Operating Agreements for KLB-Mississippi and KLB-Florida.

4. The Plan of Merger was adopted on the 12th day of December, 2011, by written action of the single member of KLB-Florida.

5. The Plan of Merger was adopted on the 12th day of December, 2011, by written action of the single member of KLB-Mississippi.

6. The effective date of the merger shall be December 31, 2011.

[SIGNATURES FOLLOW ON NEXT PAGE]

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TALLAHASSEE, FLORIDA

Dated on the dates set forth below.

K. L. BLANCHARD, LLC,
a Mississippi limited liability company

By: KBL
KENNETH L. BLANCHARD, SR.
Its sole member

Date: 12/12/11, 2011,

K. L. BLANCHARD, LLC,
a Florida limited liability company

By: KBL
KENNETH L. BLANCHARD, SR.
Its sole member

Date: 12/12/11, 2011

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TALLAHASSEE, FLORIDA

[Certificate of Merger]

FILED
20 DEC 15 AM 8:21
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

PLAN OF MERGER

THIS IS A PLAN OF MERGER entered into by and between **K. L. BLANCHARD, LLC, a Mississippi limited liability company**, and **K. L. BLANCHARD, LLC, a Florida limited liability company**.

STIPULATIONS:

A. K. L. BLANCHARD, LLC (hereinafter "KLB-Mississippi") is a limited liability company organized and existing under the laws of the State of Mississippi (Mississippi business identification number 976786), with its business address of record being 134 Fairway Drive, P.O. Box 826, Pass Christian, MS 39571. The single member of KLB-Mississippi is Kenneth L. Blanchard, Sr.

B. K. L. BLANCHARD, LLC (hereinafter "KLB-Florida") is a limited liability company organized and existing under the laws of the State of Florida (Florida document number L11000140253), with its principal address of record being 770 Gulf Shore Drive, Unit 703, Destin, FL 32541-3117. The single member of KLB-Florida is Kenneth L. Blanchard, Sr.

C. The members of KLB-Mississippi and KLB-Florida deem it desirable and in the mutual best interests of each that KLB-Mississippi be merged into KLB-Florida pursuant to the provisions of Sections 608.438, et seq., *Florida Statutes*, with KLB-Florida being the surviving entity.

IN CONSIDERATION OF THE MUTUAL COVENANTS AND SUBJECT TO THE TERMS AND CONDITIONS HEREINAFTER SET FORTH, KLB-MISSISSIPPI AND KLB-FLORIDA AGREE AS FOLLOWS:

Section 1. Merger. KLB-Mississippi shall merge with and into KLB-Florida, and KLB-Florida shall be the surviving entity.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of KLB-Mississippi shall cease, and KLB-Florida shall succeed to all of the rights, privileges, immunities, franchises, and all of the property, real, personal, and mixed of KLB-

Mississippi without the necessity for any separate transfer. KLB-Florida shall thereafter be responsible for all of the liabilities and obligations of KLB-Mississippi, and neither the rights of creditors nor any liens on the property of KLB-Mississippi shall be impaired by the merger.

Section 3. Conversion of Interests in KLB-Mississippi to Interests in KLB-Florida.

Because the ownership of the membership percentage interests in KLB-Mississippi and KLB-Florida are identical prior to the merger and the parties desire to maintain the existing ownership in the surviving LLC after the merger, no additional membership percentage interests will be issued as a result of the merger. After the merger, the ownership of the membership percentage interests of the surviving LLC will continue to be as follows:

Kenneth L. Blanchard, Sr. 100%

Section 4. Changes in Articles of Organization of Surviving LLC. The current Articles of Organization of KLB-Florida, the surviving LLC, shall continue to be its Articles of Organization following the merger unless and until revised in accordance with the Articles of Organization and the Operating Agreement of KLB-Florida

Section 5. Changes in Operating Agreement of Surviving LLC. The current Operating Agreement of KLB-Florida, the surviving LLC, shall continue to be its Operating Agreement following the merger, unless and until revised in accordance with the Articles of Organization and the Operating Agreement of KLB-Florida.

Section 6. Effective Date of Merger. The effective date of this merger shall be December 31, 2011.

[SIGNATURES FOLLOW ON NEXT PAGE]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated on the dates set forth below.

K. L. BLANCHARD, LLC,
a Mississippi limited liability company

By: KB
KENNETH L. BLANCHARD, SR.
Its sole member

Date: 12/12/11, 2011.

K. L. BLANCHARD, LLC,
a Florida limited liability company

By: KB
KENNETH L. BLANCHARD, SR.
Its sole member

Date: 12/12/11, 2011

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[Plan of Merger]