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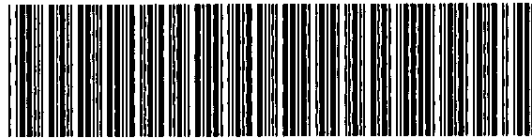
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TALLAHASSEE, FLORIDA

2012 MAR 19 AM 8:52

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J. SAULSBERRY
EXAMINER

MAR 27 2012

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Walker Valley 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:

Amy M. Biesenbach

Contact Person

Green Schoenfeld & Kyle LLP

Firm/Company

1380 Royal Palm Square Boulevard

Address

Fort Myers, Florida 33919

City, State and Zip Code

amybiesenbach@gskattorneys.com

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

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Amy M. Biesenabch

Name of Contact Person

at (239)

936-7200

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

ARTICLES OF MERGER
of
MAGNANT & ADAMS INVESTMENTS, LLC
a Florida limited liability company
into
WALKER VALLEY HOLDINGS, LLC
a Florida limited liability company

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TALLAHASSEE, FLORIDA
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THESE ARTICLES OF MERGER are hereby entered into by and between Magnant & Adams Investments, LLC, a Florida limited liability company, whose principal office is 1510 Royal Palm Square Boulevard, Suite 101, Fort Myers, Florida 33919, and Walker Valley Holdings, LLC a Florida limited liability company, whose principal office is 1510 Royal Palm Square Boulevard, Suite 101, Fort Myers, Florida 33919.

Under Section 608.438 of the Florida Statutes, Magnant & Adams Investments, LLC and Walker Valley Holdings, LLC adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated as of March 19, 2012 ("Plan of Merger") between Magnant & Adams Investments, LLC and Walker Valley Holdings, LLC was approved and adopted by the members of Magnant & Adams Investments, LLC as of March 19, 2012, and was approved and adopted by the members of Walker Valley Holdings, LLC as of March 19, 2012.

2. Under the Plan of Merger, all of the issued and outstanding membership units of Magnant & Adams Investments, LLC will be acquired by means of a merger of Magnant & Adams Investments, LLC and Walker Valley Holdings, LLC, with Walker Valley Holdings, LLC as the surviving entity (the "Merger").

3. The Plan of Merger is attached hereto as Exhibit A and incorporated by reference as if fully set forth herein.

4. The date and time of the effectiveness of the Merger shall be March 19, 2012.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger on March 19, 2012.

Magnant & Adams Investments, LLC, a Florida limited liability company

By: 

Joseph Magnant, Manager

Walker Valley Holdings, LLC, a Florida limited liability company

By: _____


Joseph Magnant, Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made effective March 19, 2012 (the "Effective Date"), by and among:

- (i) Magnant & Adams Investments, LLC, a Florida limited liability company ("Magnant") and
- (ii) Walker Valley Holdings, LLC, a Florida limited liability company ("Walker").

WHEREAS, the parties hereto desire to submit and adopt a plan of merger in accordance with Section 608.438 of the Florida Statutes;

WHEREAS, the parties hereto deem it advisable that Magnant be merged into Walker pursuant to this Agreement and in accordance with the applicable statutes of the State of Florida;

WHEREAS, it is the intent of the parties hereto that the Membership Units of Magnant shall be merged into the Membership Units of Walker;

NOW, THEREFORE, the parties hereto agree as follows:

1. **Transfer of Property and Liabilities.** Upon the Effective Date of the merger, the separate existence of Magnant shall cease; and the Membership Units of Magnant shall be merged into the Membership Units of Walker. Upon the filing of Articles of Merger and this Agreement with the State of Florida, Walker shall possess all of the rights, privileges, immunities, powers, and purposes, and all of the property, real and personal, causes of action, and every other asset of Magnant, and shall assume and be liable for all of the liabilities, obligations, and penalties of Magnant, in accordance with the Florida Limited Liability Company Act.
2. **Continuation of Florida Limited Liability Company.** Following the merger, the existence of Walker shall continue unaffected and unimpaired by the merger, with all of the rights, privileges, immunities, and powers, and subject to all of the duties and liabilities, of a limited liability company organized under the laws of the State of Florida. The Certificate of Organization and the Operating Agreement of Walker, as in effect on the Effective Date, shall continue in full force and effect and shall not be changed in any manner by the merger. The members and manager of Walker immediately prior to the Effective Date shall continue as the members and manager of Walker.
3. **Conditions Precedent.** All conditions precedent to the execution of this Agreement have been satisfied, including, but not limited to, any necessary consents of the ownership of Walker and Magnant.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties have entered into this Agreement effective as of the Effective Date.

Witnesses:

Kelly Gannard
[Signature]

Magnant & Adams, Investments, LLC, a
Florida limited liability company

By: [Signature]
Joseph Magnant, Manager

Address: 1510 Royal Palm Sq. Blvd.
Suite 101
Fort Myers, Florida 33919

Date: 3/8, 2012

Witnesses:

Kelly Gannard
[Signature]

Walker Valley Holdings, LLC, a Florida
limited liability company

By: [Signature]
Joseph Magnant, Manager

Address: 1510 Royal Palm Sq. Blvd.
Suite 101
Fort Myers, Florida 33919

Date: 3/8, 2012

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