

**L120000082488**

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(Requestor's Name)

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(Address)

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(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

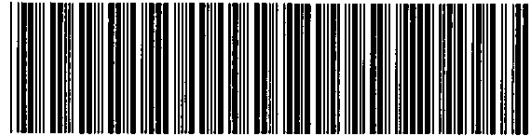
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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**[JUL 03 2012**

**L. SELLERS**

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12 JUN 28 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LAW OFFICE OF  
JEFFREY L. SAUEY, P.A.  
1721 S.E. 16TH AVENUE, SUITE 101  
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\*LL.M. IN TAXATION  
\*BOARD CERTIFIED TAX LAWYER  
*Florida Bar Board of Legal  
Specialization and Education*

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June 27, 2012

Via Federal Express

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Palmer Resources, LLC

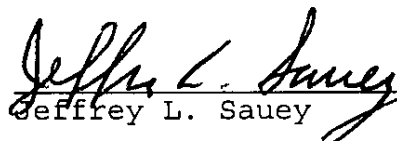
Dear Sir:

Enclosed find an original and one (1) copy of the following for filing:

1. Certificate of Merger for Palmer Resources, LLC, with attached Plan of Merger.

Please return to me a certified copy of the Certificate of Merger after it has been filed. I have enclosed a check in the amount of \$90.00, representing the required fee of \$25.00 for the LLC, \$35.00 for the corporation and \$30.00 for the certified copy. Thank you for your assistance in this matter and should you have any questions, please feel free to contact me.

Sincerely yours,

  
Jeffrey L. Sauey

JLS;llg  
Enclosures stated

CERTIFICATE OF MERGER  
FOR  
FLORIDA LIMITED LIABILITY COMPANY

The following Certificate of Merger is submitted in accordance with the Florida Limited Liability Act, pursuant to Section 608.4382, Florida Statutes and in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

FIRST - MERGING CORPORATION

The name, entity type and jurisdiction of the merging corporation is as follows:

<u>Name</u>	<u>Document Number</u>
THE PALMER COMPANIES, INC. a Florida Corporation	G62915

SECOND - SURVIVING LIMITED LIABILITY COMPANY

The name, entity type and jurisdiction of the surviving limited liability company is as follows:

<u>Name</u>	<u>Document Number</u>
PALMER RESOURCES, LLC a Florida Limited Liability Company	L12000082488

THIRD - PLAN OF MERGER

The Plan of Merger is attached to these Articles of Merger. It was approved by the merging corporation and the surviving limited liability company in accordance with the applicable provisions of Chapter 607 and 608, Florida Statutes.

FOURTH - EFFECTIVE DATE

The merger shall become effective on June 30, 2012, as long as such date is after the date these Articles of Merger are filed with the Florida Department of State.

FIFTH - SHAREHOLDER APPROVAL (Merging Corporation)

The Plan of Merger was adopted by all of the shareholders of the merging corporation on June 27, 2012.

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TALLAHASSEE, FLORIDA

SIXTH - MEMBER APPROVAL (Surviving Limited Liability Company)

The Plan of Merger was adopted by all of the Members of the merging limited liability company on June 27, 2012.

SEVENTH - SIGNATURES FOR EACH PARTY

THE PALMER COMPANIES, INC.,  
a Florida Corporation

By: 

WHITFIELD M. PALMER, JR., President

PALMER RESOURCES, LLC,  
a Florida Limited Liability Company

By: 

WHITFIELD M. PALMER, JR., Member/Manager

**Fees:** For each Limited Liability Company: \$25.00  
For each Corporation: \$35.00

**Certified Copy (Optional):** \$30.00

PLAN OF MERGER OF  
THE PALMER COMPANIES, INC.  
INTO PALMER RESOURCES, LLC

WHEREAS, The Palmer Companies, Inc., a Florida corporation, desires to merge into a new limited liability company with identical ownership, Palmer Resources, LLC, a Florida limited liability company, with Palmer Resources, LLC surviving;

WHEREAS, Palmer Resources, LLC, a Florida limited liability company, desires to merge with The Palmer Companies, Inc., a Florida corporation, with Palmer Resources, LLC surviving.

NOW, THEREFORE, the Directors and the Shareholders of The Palmer Companies, Inc., a Florida corporation, and the Members/Managers of Palmer Resources, LLC, a Florida limited liability company, do hereby agree to the following Plan of Merger:

1. The Palmer Companies, Inc., a Florida corporation, shall merge into Palmer Resources, LLC, a new Florida limited liability company with identical ownership to itself, pursuant to Florida Statutes Section 607.1108, with Palmer Resources, LLC surviving.

2. Palmer Resources, LLC, a Florida limited liability company, shall have The Palmer Companies, Inc., a Florida corporation, with identical ownership to itself, merge into it pursuant to Florida Statutes Section 608.438, with Palmer Resources, LLC surviving.

2. As The Palmer Companies, Inc. and Palmer Resources, LLC have identical ownership with respect to their Shareholders and Members/Managers, no relative valuations need to be prepared for the corporation and limited liability company. Further, no share exchange nor issuance of further Membership Interests in PALMER RESOURCES, LLC is necessary, as The Palmer Companies, Inc. and Palmer Resources, LLC have identical ownership.

3. As The Palmer Companies, Inc. and Palmer Resources, LLC have the same two (2) owners, and with ownership being in the same percentage in each entity, and both of the Shareholders and Members/Managers approve of the above referenced merger, there are no other Shareholders or Members/Managers who would have a right to dissent to the merger, nor are there any other Shareholders or Members/Managers entitled to notice of the Plan of Merger. The Shareholders and Members/Managers hereby waive any and all filing requirements in connection with the merger.

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

4. Palmer Resources, LLC, a Florida limited liability company, will be the surviving entity following the merger, and The Palmer Companies, Inc., a Florida corporation, will cease to exist following the merger. The effective date of the merger shall be the close of business on June 30, 2012.

5. The Board of Directors and the Shareholders of The Palmer Companies, Inc., and the Member/Managers of Palmer Resources, LLC must all agree to the terms of this Plan of Merger, before such transaction will be consummated.