

Division of Corporations

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L12000087345

Florida Department of State
Division of Corporations
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H120001833013ABCT

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To:

Division of Corporations
Fax Number : (850) 617-6300

From:

Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.
Account Number : 072720000266
Phone : (941) 366-4800
Fax Number : (941) 552-7141

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: annan@hkcapiatl.com

**MERGER OR SHARE EXCHANGE
KANAWHA CAPITAL, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$86.25

\$107.50

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EXAMINER

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TALLAHASSEE, FLORIDA

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Corporate Filing Menu

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07/17/2012 TUE 16:01 FAX 941 552 5559 Williams Parker

001/004

07/16/2012 MON 14:54

FAX 941 552 5559

Williams Parker

001

*** FAX TX REPORT ***

TRANSMISSION OK

JOB NO. 0114
DESTINATION ADDRESS 918506176380
SUBADDRESS
DESTINATION ID
ST. TIME 07/16 14:52
TX/RX TIME 01-21
PGS. 3
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Division of Corporations

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To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.
Account Number : 072720000266
Phone : (941)366-4800
Fax Number : (941)552-7141

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: annan@bkcapital.com

MERGER OR SHARE EXCHANGE
KANAWHA CAPITAL, LLC

Certificate of Status	0
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TALLAHASSEE, FLORIDA

2012 JUL 16 AM 8:03

→ Tanny said
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fax #.

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**CERTIFICATE OF MERGER OF
LBK CAPITAL, LLLP,
INTO
KANAWHA CAPITAL, LLC**

104-324
112-87345

Kanawha Capital, LLC, a Florida limited liability company ("Kanawha"), hereby delivers to the Department of State for filing the following Certificate of Merger for the merger of LBK Capital, LLLP, a Florida limited liability limited partnership ("LBK"), with and into Kanawha. Kanawha shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by Kanawha in accordance with Section 608.4381, Florida Statutes.
3. The foregoing Plan of Merger was approved by LBK in accordance with Section 620.2108, Florida Statutes.
4. The effective date of the merger is the date these Articles of Merger are filed with the Department of State.

IN WITNESS WHEREOF, this Certificate of Merger has been executed and delivered by the constituent business entities as of the Effective Date.

LBK CAPITAL, LLLP,
a Florida limited liability limited partnership

By: **LBK CAPITAL, INC.,**
a Florida corporation
Its General Partner

By: 
Anna Maria Nekoranec
Its President

KANAWHA CAPITAL LLC,
a Florida limited liability company

By: 
Anna Maria Nekoranec
Its Manager

2012 JUL 16 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EXHIBIT A

**PLAN OF MERGER
OF LBK CAPITAL, LLLP,
WITH AND INTO
KANAWHA CAPITAL, LLC**

LBK Capital, LLLP, a Florida limited liability limited partnership and Kanawha Capital, LLC, a Florida manager-managed limited liability company, hereby adopt and approve the following plan as the Plan of Merger required by Section 608.438, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are LBK Capital, LLLP, a Florida limited liability limited partnership ("LBK"), and Kanawha Capital, LLC, a Florida manager-managed limited liability company ("Kanawha"). As a result of the merger, LBK shall be merged with and into Kanawha. Kanawha shall be the surviving business entity.

2. The merger shall be effective on the date the Articles of Merger are filed with the Department of State (the "Effective Date").

3. As a result of the merger, the limited partnership interests in LBK are extinguished and Anna Maria Nekoranec holds a 99% membership interest in Kanawha. The general partnership interest in LBK is extinguished and LBK Capital, Inc., holds a 1% membership interest in Kanawha.

4. The name and address of the General Partner for LBK is LBK Capital, Inc., a Florida corporation, 1306 S. Lakeshore Drive, Sarasota, Florida 34231.

5. The name and address of the Manager for Kanawha is Anna Maria Nekoranec, 1306 S. Lakeshore Drive, Sarasota, Florida 34231.

6. This plan shall be submitted to the General Partner and Limited Partners of LBK for approval. This plan shall be submitted to the Member and Manager of Kanawha for approval.

7. Each member of Kanawha having a membership interest in Kanawha immediately prior to the Effective Date will hold the same membership interests, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

8. LBK and Kanawha are hereby authorized to amend this plan at any time prior to the filing of the Articles of Merger, to the extent permitted by law.

9. There are no other terms of or conditions to the merger.

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