

L12000144478

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

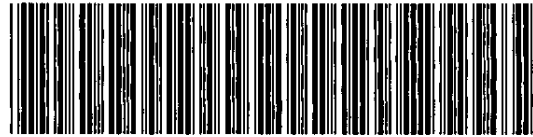
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DIVISION OF CORPORATIONS
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C. LEWIS

NOV 28 2012

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Auld & White Properties, 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:

Kristopher D. Robinson

Contact Person

Frazier & Frazier, Attorneys at Law, P.A.

Firm/Company

1515 Riverside Avenue, Suite A

Address

Jacksonville, Florida 32204

City, State and Zip Code

ewhite@auld-white.com

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

For further information concerning this matter, please call:

Kristopher D. Robinson

Name of Contact Person

at (904)

353-5616

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

**CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY**

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The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with Section 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Form/Entity Type</u>	<u>Jurisdiction</u>
L12000139586 4168 Southpoint Parkway, LLC	LLC	Florida

SECOND: The exact name, form/entity type and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Form/Entity Type</u>	<u>Jurisdiction</u>
L12000144478 Auld & White Properties, LLC	LLC	Florida

THIRD: The attached Plan of Merger was approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 608 of the Florida Statutes.

FOURTH: The attached Plan of Merger was approved by each of the business entities that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to no more than 90 days after the date this document is filed with the Florida Department of State, is: Upon the date of filing.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, county or jurisdiction is as follows: Not applicable.



SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount to which such members are entitled under Sections 608.4351 - 608.43595, Florida Statutes.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

(a) Lists the following street and mailing address of an office which the Florida Department of State may use for the purpose of Section 48.181 of the Florida Statutes: Not Applicable.

(b) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under Sections 608.4351 - 608.43595, Florida Statutes.

NINTH: Signature(s) for each party:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Auld & White Properties, LLC		Edward W. White, Jr., Manager
4168 Southpoint Parkway, LLC		Edward W. White, Jr., Manager

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PLAN OF MERGER

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FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Form/Entity Type</u>	<u>Jurisdiction</u>
4168 Southpoint Parkway, LLC	LLC	Florida

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Form/Entity Type</u>	<u>Jurisdiction</u>
Auld & White Properties, LLC	LLC	Florida

THIRD: The terms and conditions of the merger are as follows: The limited liability companies are merging in order to consolidate ownership of the leased fee and leasehold interests in real estate and is consolidating ownership for administrative convenience.

(Attach additional sheet(s) if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows: The surviving limited liability company will receive the assets of the merging limited liability company. The owners of the merging limited liability company have the same percentage interest in the surviving limited liability company and therefore their equity interest in the surviving entity will increase as a result of this merger with no additional ownership interests in the surviving entity being necessitated.

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows: Since the ownership of the merged party and the survivor are the same in identity and amount, the rights to acquire the interest, shares, obligations or other securities of the survivor will be the same as said owners had with the merged party.

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or

incorporated are as follows: Not applicable.

SIXTH: Other provisions, if any, relating to the merger are as follows: Not applicable.

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