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Florida Department of State
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RE-SUBMIT

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

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From:

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**MERGER OR SHARE EXCHANGE
MORGAN & MORGAN KENTUCKY, PLLC**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$38.75

50.00
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10/15/2015 10:40:49 AM From: To: 8506176380(4/9)

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ARTICLES OF MERGER OF
MORGAN & MORGAN LOUISVILLE, PLLC
WITH
MORGAN & MORGAN KENTUCKY, PLLC

EFFECTIVE DATE
10-1-15

The following Articles of Merger are submitted to merge the following Limited Liability Companies in accordance with s. 605.1025, Florida Statutes.

FIRST: The legal name, entity type, and jurisdiction of formation or organization for each merging entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Morgan & Morgan Kentucky, PLLC	Florida	PLLC
Morgan & Morgan Louisville, PLLC	Florida	PLLC

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SECOND: The legal name, entity type, and jurisdiction of formation or organization for the surviving entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Morgan & Morgan Kentucky, PLLC	Florida	PLLC

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THIRD: The plan of merger, providing for the merger of Morgan & Morgan Louisville, PLLC with and into Morgan & Morgan Kentucky, PLLC is attached hereto as Exhibit A and incorporated herein by reference as if fully set forth verbatim herein.

FOURTH: The plan of merger was duly authorized and approved by each domestic merging entity that is a limited liability company in accordance with ss. 605.1021-605.1026, Florida Statutes; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FIFTH: The surviving entity exists before the merger, is a domestic filing entity, and there is no amendment to its public organic record.

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**SIGNATURE PAGE TO
ARTICLES OF MERGER**

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed
as of September 30, 2015.

Morgan & Morgan Louisville, PLLC,
a Florida professional limited liability
company

By: Morgan & Morgan Louisville
Management, Inc., a Florida
corporation, Manager

By: 
T. Michael Morgan,
President

Morgan & Morgan Kentucky, PLLC,
a Florida professional limited liability
company

By: Morgan & Morgan Kentucky
Management, Inc., a Florida
corporation, Manager

By: 
T. Michael Morgan,
President

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SIXTH: This entity agrees to pay members with appraisal rights the amount to which members are entitled under ss.605.1006 and 605.1061-605.1072, Florida Statutes.

SEVENTH: The effective date of the merger shall be October 1, 2015.

Service of Process in the State of Florida:

As the surviving entity is a limited liability company organized under the laws of the State of Florida, its agent for service of process continues to be the registered agent of record with the Florida Secretary of State as follows:

WHWW, Inc.
390 N. Orange Avenue, Suite 1500
Orlando, Florida 32801
Attn: J. P. Carolan, III, Esq.

A facsimile, telecopy or other reproduction of these Articles of Merger may be executed by the parties (in counterparts or otherwise) and shall be considered valid, binding and effective for all purposes. These Articles of Merger may be executed in one or more separate counterparts, each of which, when so executed, shall be deemed to be an original. Such counterparts shall, together, constitute and shall be one and the same instrument.

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Exhibit A

Plan of Merger

PLAN OF MERGER

FIRST: The legal name, form/entity type, and jurisdiction of formation or organization for each merging entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Morgan & Morgan Kentucky, PLLC	Florida	PLLC
Morgan & Morgan Louisville, PLLC	Florida	PLLC

SECOND: The legal name, form/entity type, and jurisdiction of formation or organization of the surviving entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Morgan & Morgan Kentucky, PLLC	Florida	PLLC

THIRD: The terms and conditions of the merger are as follows:

Morgan & Morgan Louisville, PLLC will be merged into Morgan & Morgan Kentucky, PLLC, with Morgan & Morgan Kentucky, PLLC as the surviving professional limited liability company, and the merger will be effective as of October 1, 2015. The restated operating agreement of Morgan & Morgan Kentucky, PLLC will be the operating agreement of the surviving entity.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merging entity into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

All ownership interests of Morgan & Morgan Louisville, PLLC and of Morgan & Morgan Kentucky, PLLC as of the date of the merger shall be converted into units of the surviving entity and shall be calculated as follows:

- (a) the sum of: (i) the member's current capital contributions in Morgan & Morgan Kentucky, PLLC, plus (ii) 8% interest on the amount of such member's current capital contributions in Morgan & Morgan Kentucky, PLLC, plus (iii) the member's current capital contributions in Morgan & Morgan Louisville, PLLC; plus (iv) the member's current capital contributions in Morgan & Morgan Bowling Green, PLLC; all divided by
- (b) the sum of: (i) the total capital contributions in Morgan & Morgan Kentucky, PLLC, plus (ii) the total capital contributions in Morgan & Morgan Louisville, PLLC, and (iii) the total contributions by all Morgan & Morgan Kentucky, PLLC members in Morgan & Morgan Bowling Green, PLLC.

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B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merging entity 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:

N/A

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

Limited liability is retained by the surviving business entity.

SIXTH: Other provisions, if any, relating to the merger are as follows:

N/A