

# L 2000162013

(Requestor's Name)

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(Business Entity Name)

(Document Number)

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

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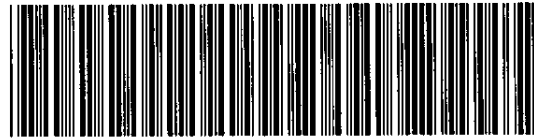
*Call When Ready*

*Melanie*

*878-2411*

*Walker*

Office Use Only



## 600242681326

Effective Date *1-1-2013*

12/31/12--01002--004 \*\*80.00

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12 DEC 28 PM 4:02

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

J. SAULSBERRY  
EXAMINER

DEC 31 2012

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Lufkin Associates, 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:

Melanie Rowe

Contact Person

Adams and Reese

Firm/Company

2457 Care Drive

Address

Tallahassee, FL 32308

City, State and Zip Code

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

For further information concerning this matter, please call:

Melanie Rowe

Name of Contact Person

at ( 850 ) 878-2411

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

*Please note the effective date is January 1, 2013.*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF MERGER**  
**of**  
**LUFKIN ASSOCIATES, LLC**  
*a Delaware limited liability company,*  
**with and into**

**LUFKIN ASSOCIATES, LLC**  
*a Florida limited liability company,*

L12000162013

This **CERTIFICATE OF MERGER** is being filed by the undersigned limited liability companies pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act and Sections 608.438, 608.4381, and 608.4382 of the Florida Limited Liability Company Act to effect the merger (the "Merger") of Lufkin Associates, LLC, a Delaware limited liability company ("Merging Company"), with and into Lufkin Associates, LLC, a Florida limited liability company ("Surviving Company") (collectively referred to as the "Merging Entities").

Each of the Merging Entities hereby certifies that:

1. The name and state of organization of the Merging Company:

<u>Name of Entity</u>	<u>Type of Entity</u>	<u>State of Organization</u>
Lufkin Associates, LLC	limited liability company	Delaware

2. The name and state of organization of the Surviving Company:

<u>Name of Entity</u>	<u>Type of Entity</u>	<u>State of Organization</u>
Lufkin Associates, LLC	limited liability company	Florida

3. Each of the undersigned Merging Entities hereby certifies that an Agreement and Plan of Merger (the "Plan"), which is attached hereto, has been duly authorized, approved, adopted, executed, and acknowledged by it in accordance with applicable Delaware and Florida law, and by all action required under Delaware and Florida law. Specifically, the Plan has been approved by a vote of the number of interests that equaled or exceeded the vote required.

4. The executed Plan is on file at the principal place of business of the Surviving Company, which is located at 2460 North Lakeshore Drive #2407, Riviera Beach, Florida 33404, and a copy of the Plan will be furnished by the Surviving Company on request and without cost, to any member, partner, creditor, or obligee of the Merging Entities or any person holding an interest in any of the Merging Entities.

5. The Articles of Organization and the Operating Agreement of the Surviving Company, as in effect as of the Effective Time, shall continue to be the Articles of Organization and the Operating Agreement of the Surviving Company without change or amendment, until such time as they are altered or amended in accordance with their provisions and applicable law.

6. The Merger shall be effective at 12:00 a.m. Eastern Time on January 1, 2013 (the "Effective Time").

7. The Surviving Company agrees that it may be served with process in the State of Delaware in any action, suit, or proceeding for the enforcement of any obligation of the Merging Company and hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such action, suit, or proceeding and hereby further directs the Secretary of State of the State of Delaware to mail a copy of any such service of process to the following address:

Lufkin Associates, LLC  
2460 North Lakeshore Drive #2407  
Riviera Beach, Florida 33404

[Signatures Begin on Next Page]

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IN WITNESS WHEREOF, the undersigned Merging Entities have executed this Certificate of Merger as of this 27 day of December, 2012.

LUFKIN ASSOCIATES, LLC,  
A DELAWARE LIMITED LIABILITY COMPANY

By:

  
CHAUNCEY F. LUFKIN, III  
MANAGING MEMBER

LUFKIN ASSOCIATES, LLC  
A FLORIDA LIMITED LIABILITY COMPANY

By:

  
CHAUNCEY F. LUFKIN, III  
MANAGER

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TALLAHASSEE FLORIDA

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**AGREEMENT AND PLAN OF MERGER  
BY AND BETWEEN  
LUFKIN ASSOCIATES, LLC  
(a Delaware limited liability company)  
and  
LUFKIN ASSOCIATES, LLC  
(a Florida limited liability company)**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Title 6, Section 18-209 of the Delaware Limited Liability Company Act and Sections 608.438 and 608.4381 of the Florida Limited Liability Company Act, **LUFKIN ASSOCIATES, LLC**, a limited liability organized and existing under the laws of the State of Delaware (the "Merging Company") and **LUFKIN ASSOCIATES, LLC**, a limited liability company organized and existing under the laws of the State of Florida (the "Surviving Company") hereby agree to the following terms of merger.

The Members of the Merging Company have approved this Agreement and Plan of Merger and authorized its execution, and the Members of the Surviving Company have approved this Agreement and Plan of Merger, and that the Surviving Company shall join in and be bound by it, and authorized the undertakings hereinafter made by the Surviving Company, all of which has been approved by the Members of the Merging Company and the Members of the Surviving Company.

In consideration of the premises, the Merging Company and the Surviving Company hereby make this Agreement and Plan of Merger and prescribe the terms and conditions of merger of the Merging Company into the Surviving Company and the mode of carrying it into effect, as follows:

**Article 1. Merger; Effective Time of Merger**

The Merging Company shall merge into the Surviving Company, effective 12:00 a.m. Eastern Time. January 1, 2013 (Effective Date).

**Article 2. Governing Law**

The laws of the State of Florida shall govern the surviving entity.

**Article 3. Articles of Organization**

The Articles of Organization of the surviving entity shall be the existing Articles of Organization of the Surviving Company, until such time as they are altered or amended in accordance with their provisions.

**Article 4. Membership Interest**

At the Effective Date, by virtue of the Merger and without further action or deed by or on behalf of the Surviving Company or the Merging Company, all membership interests of the Surviving Company outstanding immediately prior to the Effective Time shall remain outstanding and shall not be affected by the Merger and all membership interests of the Merging Company outstanding immediately prior to the Effective Time shall be cancelled.

**Article 5. Effect of Merger**

Upon the Effective Date, the separate existence of the Merging Company shall cease, and all of the rights, privileges, powers, and franchises of the Merging Company, both of a public and private nature, and all property and assets, real, immovable, person, movable and mixed, and all debts due on whatever account and all and every other interest of or belonging to or due the Merging Company, shall be taken and deemed to be transferred to and shall be vested in the Surviving Company without further act or deed, and all such rights, privileges, powers, and franchises, property, debts, causes, or things in action, and all and every other interest in the Merging Company shall be thereafter as effectually the property of the Surviving Company as they were the property of the Merging Company and the title to any real or other property, or interest therein, whether vested by deed or otherwise in any of the Merging Company shall not in any way be impaired.

Upon the Effective Date, the Surviving Company shall be responsible for all of the liabilities and obligations of the Merging Company, including all debts, liabilities, obligations, and contracts of the Merging Company of all kinds and descriptions, matured or unmatured, whether accrued, absolute, contingent, or otherwise, and whether or not reflected or reserved against on balance sheets, books of account, or records of the Merging Company, to the same extent as if said liabilities and obligations had been incurred or contracted by it; and any claim existing, or action or proceeding pending, by or against the Merging Company may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Company may be proceeded against, or substituted, in place of the Merging Company; and the Surviving Company, without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of property, franchise, and interest, including appointments, designations, and nominations, and all other rights and interests as executor, administrator, receiver, curator, tutor, trustee, assignee, mandatary, escrowee, transfer agent, registrar, and any other fiduciary capacity, in the same manner and to the same extent as such rights, franchises, and interests were held or enjoyed by the Merging Company at the time the Merger became effective.

**Article 6. Accounting**

At the Effective Date, the Surviving Company's capital shall equal the amount of the capital of the Merging Company. All assets and liabilities shall be treated on the

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Surviving Company's accounting records in the same manner in which they had been treated on the corporate accounting records of the Merging Company.

**DONE AND SIGNED**, effective this 27 day of December, 2012.

**LUFKIN ASSOCIATES, LLC**  
a Delaware limited liability company

By: \_\_\_\_\_

  
**Chauncey F. Lufkin, III**  
Managing Member

**LUFKIN ASSOCIATES, LLC**  
a Florida limited liability company

By: \_\_\_\_\_

  
**Chauncey F. Lufkin, III**  
Manager

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## ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF PALM BEACH

**BEFORE ME**, the undersigned Notary Public, duly commissioned and qualified in and for the County and State aforesaid, personally came and appeared:

**CHAUNCEY F. LUFKIN, III**, appearing in his capacity as Manager of Lufkin Associates, LLC, a Florida limited liability company,

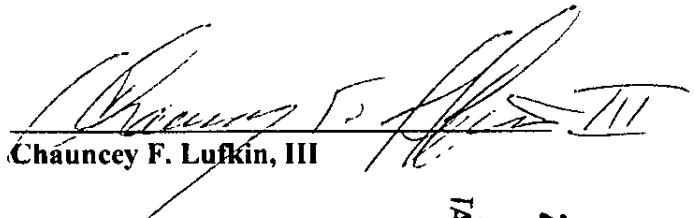
who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that he is the Manager of Lufkin Associates, LLC and being first duly authorized by the Written Consent of the Members executed the foregoing Agreement and Plan of Merger as his free and voluntary act and deed on behalf of Lufkin Associates, LLC for the uses, purposes, and provisions therein expressed.

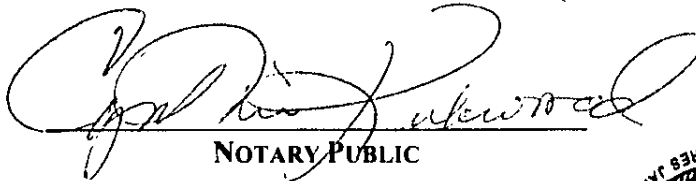
Dated this 27 day of December, 2012.

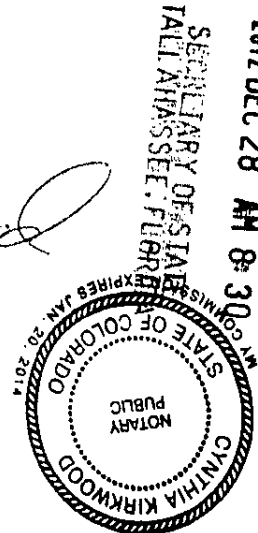
Witnesses:





  
Chauncey F. Lufkin, III

  
NOTARY PUBLIC



## ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF PALM BEACH

**BEFORE ME**, the undersigned Notary Public, duly commissioned and qualified in and for the County and State aforesaid, personally came and appeared:

**CHAUNCEY F. LUFKIN, III**, appearing in his capacity as Managing Member of Lufkin Associates, LLC, a Delaware limited liability company,

who declared and acknowledged to me, Notary, in the presence of the undersigned competent witnesses, that he is the Managing Member of Lufkin Associates, LLC, and being first duly authorized by the Written Consent of the Members executed the foregoing Agreement and Plan of Merger as his free and voluntary act and deed on behalf of Lufkin Associates, LLC for the uses, purposes, and provisions therein expressed.

Dated this 27 day of December, 2012.

Witnesses:

[Signature]  
Martha [Signature]

[Signature]  
Chauncey F. Lufkin, III

[Signature]  
NOTARY PUBLIC

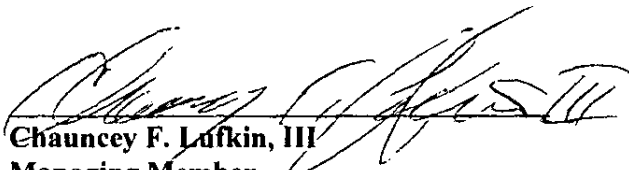


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STATE OF FLORIDA  
PALM BEACH COUNTY

**CERTIFICATE**

The undersigned, as sole Managing Member of LUFKIN ASSOCIATES, LLC, a Delaware limited liability company, hereby certifies that the above and foregoing Agreement and Plan of Merger has been approved by the Members of said limited liability company pursuant to a Written Consent dated December 27, 2012.

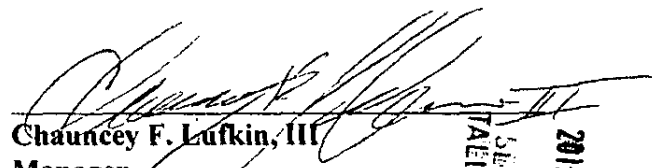
December 27, 2012

  
Chauncey F. Lufkin, III  
Managing Member

**CERTIFICATE**

The undersigned, as sole Manager of LUFKIN ASSOCIATES, LLC, a Florida limited liability company, hereby certifies that the above and foregoing Agreement and Plan of Merger has been approved by the Members of said limited liability company pursuant to a Written Consent dated December 27, 2012.

December 27, 2012

  
Chauncey F. Lufkin, III  
Manager

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