

# H12000162074

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**MERGER OR SHARE EXCHANGE**  
**White's Ford Timber, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	<del>\$270.00</del>

\$ 313.75

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JAN - 2 2013

T. BROWN

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**CERTIFICATE OF MERGER**

The following Certificate of Merger is being submitted in accordance with Section 608.4382, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each **merging** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. SJ Timber, LLC 3030 Hartley Road, Suite 300 Jacksonville, Florida 32257	Florida	Limited Liability Company
2. SJP, L.L.C. 3030 Hartley Road, Suite 300 Jacksonville, Florida 32257	Florida	Limited Liability Company
3. WFGP, LLC 3030 Hartley Road, Suite 300 Jacksonville, Florida 32257	Florida	Limited Liability Company
4. WFLP, LLC 3030 Hartley Road, Suite 300 Jacksonville, Florida 32257	Florida	Limited Liability Company
5. BCA, LLC 3030 Hartley Road, Suite 300 Jacksonville, Florida 32257	Florida	Limited Liability Company
6. AWG Partners, L.L.C. 3030 Hartley Road, Suite 300 Jacksonville, Florida 32257	Florida	Limited Liability Company
7. Free Silver, LLC 3030 Hartley Road, Suite 300 Jacksonville, Florida 32257	Florida	Limited Liability Company
8. White's Ford Timber and Investment Company, Ltd. 3030 Hartley Road, Suite 300 Jacksonville, Florida 32257	Florida	Limited Partnership

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**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. White's Ford Timber, LLC 3030 Hartley Road, Suite 300 Jacksonville, Florida 32257	Florida	Limited Liability Company

**THIRD:** The attached Plan of Merger meets the requirements of each domestic corporation, limited liability company, partnership and/or limited partnership that is party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617 and/or 620, Florida Statutes.

**FOURTH:** The merger shall be effective as of the date of filing of this Certificate of Merger with the Florida Department of State.

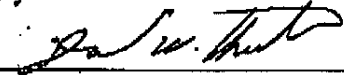
[Signatures on Following Page]

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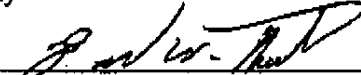
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**FIFTH: SIGNATURE(S) FOR EACH PARTY:**


**SJ TIMBER, LLC**, a Florida limited liability company

By:   
Name: David W. Hutson  
Its: President and Authorized Representative of a Member

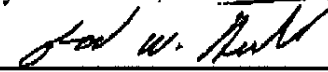
**SJP, L.L.C.**, a Florida limited liability company

By:   
Name: David W. Hutson  
Its: President and Authorized Representative of a Member


**WFGP, LLC**, a Florida limited liability company

By:   
Name: David W. Hutson  
Its: Member

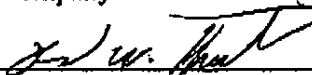
**WFLP, LLC**, a Florida limited liability company

By:   
Name: David W. Hutson  
Its: Member

**BCA, LLC**, a Florida limited liability company


By:   
Name: David W. Hutson  
Its: Member

**AWG PARTNERS, L.L.C.**, a Florida limited liability company

By:   
Name: David W. Hutson  
Its: Member

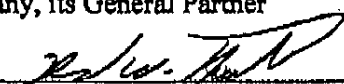
**FREE SILVER, LLC**, a Florida limited liability company

By: **AWG Partners, L.L.C.**, a Florida limited liability company, its Managing Member

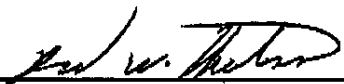
By:   
Name: David W. Hutson  
Its: President

**WHITE'S FORD TIMBER AND INVESTMENT COMPANY, LTD.**, a Florida limited partnership

By: **WFGP, LLC**, a Florida limited liability company, its General Partner

By:   
Name: David W. Hutson  
Its: President

**WHITE'S FORD TIMBER, LLC**, a Florida limited liability company

By:   
Name: David W. Hutson  
Its: Member

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**PLAN OF MERGER**

**FIRST:** The exact name, form/entity type, and jurisdiction for the merging entity are as follows (each individually a "Merging Entity" and together, the "Merging Entities"):

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
1. SJ Timber, LLC	Florida	Limited Liability Company
2. SJP, L.L.C.	Florida	Limited Liability Company
3. WFGP, LLC	Florida	Limited Liability Company
4. WFLP, LLC	Florida	Limited Liability Company
5. BCA, LLC	Florida	Limited Liability Company
6. AWG Partners, L.L.C.	Florida	Limited Liability Company
7. Free Silver, LLC	Florida	Limited Liability Company
8. White's Ford Timber and Investment Company, Ltd.	Florida	Limited Partnership

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
White's Ford Timber, LLC	Florida	Limited Liability Company

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

- (a) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of the Merging Entities shall be transferred to and vested in White's Ford Timber, LLC, a Florida limited liability company (the "Surviving Entity"), without further act or deed.
- (b) Assumption of Obligations. All obligations of each Merging Entity shall become the obligations of the Surviving Entity.

**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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

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(i) Each membership or partnership interest in each Merging Entity that is outstanding immediately prior to the effective time and date of the merger shall, by virtue of the merger and without any action on the part of the holder thereof, be canceled and no consideration shall be issued in respect thereof; and

(ii) Each limited liability company interest in the Surviving Entity that is outstanding immediately prior to the effective time and date of the merger shall, by virtue of the merger and without any action on the part of the holder thereof, remain unchanged and continue to remain outstanding as a limited liability company interest in the Surviving Entity.

- (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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

Upon the effective time and date of the merger, all rights in respect of securities of each Merging Entity shall be canceled. There shall be no change in the rights to acquire securities of the Surviving Entity.

**FIFTH:** The name and address of the manager of the Surviving Entity shall be as follows:

Hutson Management, Inc.  
3030 Hartley Road, Suite 300  
Jacksonville, Florida 32257

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