

Division of Corporations

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**L13000055500**

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**  
**Parrish Holdings, LLC**

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C. LEWIS

MAY 9 2014

EXAMINER

APPROVED  
AND  
FILED

14 MAY - 8 AM 10:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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5/8/2014 11:58:22 AM EDT

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10415527141 From: Corporate Paralegals

H140001105183

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF  
SOUTHERN HEMISPHERE MANATEE, LLC  
AND  
SOUTHERN LAND PARRISH, LLC  
INTO  
PARRISH HOLDINGS, LLC**

L13000055152  
L13000055109  
L13000055500

Parrish Holdings, LLC, a Florida limited liability company ("Holdings"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of Southern Hemisphere Manatee, LLC, a Florida limited liability company ("Southern Hemisphere Manatee"), and Southern Land Parrish, LLC, a Florida limited liability company ("Southern Land Parrish") with and into Holdings. Holdings 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 Holdings in accordance with Section 605.1023, Florida Statutes.
3. The foregoing Plan of Merger was approved by Southern Hemisphere Manatee in accordance with Section 605.1023, Florida Statutes.
4. The foregoing Plan of Merger was approved by Southern Land Parrish in accordance with Section 605.1023, Florida Statutes.
5. The effective date of the merger is the date these Articles of Merger are filed with the Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities as of the Effective Date.

**SOUTHERN HEMISPHERE MANATEE,  
LLC, a Florida limited liability company**

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

John A. Neal  
As Its Manager

**[Signatures Continue on the Following Page.]**

5/8/2014 11:56:22 AM EDT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Continuation of the Signature Page to the  
Articles of Merger  
Of  
Southern Hemisphere Manatee, LLC  
And  
Southern Land Parrish, LLC  
Into  
Parrish Holdings, LLC**

**SOUTHERN LAND PARRISH, LLC, a  
Florida limited liability company**

By: 

John A. Neal  
As Its Manager

**PARRISH HOLDINGS, LLC,  
a Florida limited liability company**

By: 

John A. Neal  
As Its Manager

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EXHIBIT A**  
**PLAN OF MERGER**  
**OF**  
**SOUTHERN HEMISPHERE MANATEE, LLC**  
**AND**  
**SOUTHERN LAND PARRISH, LLC**  
**WITH AND INTO**  
**PARRISH HOLDINGS, LLC**

Southern Hemisphere Manatee, LLC, a Florida manager-managed limited liability company, Southern Land Parrish, LLC, a Florida manager-managed limited liability company, and Parrish Holdings, 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 Southern Hemisphere Manatee, LLC, a Florida manager-managed limited liability company ("Southern Hemisphere Manatee"), Southern Land Parrish, LLC, a Florida manager-managed limited liability company ("Southern Land Parrish"), and Parrish Holdings, LLC, a Florida manager-managed limited liability company ("Holdings"). As a result of the merger, Southern Hemisphere Manatee and Southern Land Parrish shall be merged with and into Holdings. Holdings 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 sole membership interest in Southern Hemisphere Manatee shall be cancelled.
4. As a result of the merger, the sole membership interest in Southern Land Parrish shall be cancelled.
5. The name and address of the Manager for Southern Hemisphere Manatee is John A. Neal, 5800 Lakewood Ranch Boulevard, Bradenton, FL 34240.
6. The name and address of the Manager for Southern Land Parrish is John A. Neal, 5800 Lakewood Ranch Boulevard, Bradenton, FL 34240.
7. The name and address of the Manager for Holdings is John A. Neal, 5800 Lakewood Ranch Boulevard, Bradenton, FL 34240.
8. This plan shall be submitted to the Member and Manager of Southern Hemisphere Manatee for approval. This plan shall be submitted to the Member and Manager of Holdings for approval. This plan shall be submitted to the Member and Manager of Southern Land Parrish for approval.
9. Each member of Holdings having a membership interest in Holdings immediately prior to the Effective Date will hold the same membership interests, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

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TALLAHASSEE, FLORIDA

10. The Member and Manager of Southern Hemisphere Manatee, the Member and Manager of Southern Land Parrish, and the Member and Manager of Holdings 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.

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