

L13000174071

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

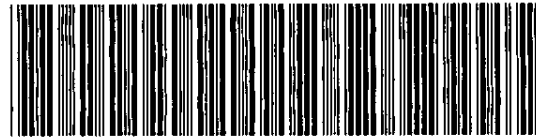
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300254692373

12/17/13--01001--012 **245.00

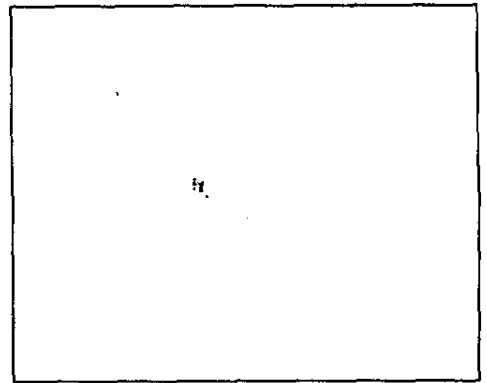
RECEIVED
TO ADVISORY BOARD
SOUTH CAROLINA
SECRETARY OF STATE

2013 DEC 16 PM 4:43:13 DEC 16 PM 11:47

Merfer

FILE 2ND

FLORIDA RESEARCH & FILING SERVICES, INC.
1211 CIRCLE DRIVE
TALLAHASSEE, FL 32301
PHONE (850)364-8000



OFFICE USE ONLY

WALK-IN

ENTITY NAME:

FLG FL. LLC

CK# 6253 FOR \$245.00 (\$90.00 for this filing)

PLEASE FILE THE ATTACHED MERGER & RETURN THE FOLLOWING:

☒ XXX CERTIFIED COPY

☐ STAMPED COPY

☐ CERTIFICATE OF STATUS

Examiner's Initials

**CERTIFICATE OF MERGER
OF
F & L INVESTMENTS, INC.
(a Florida corporation)
WITH AND INTO
FLG FL, LLC
(a Florida limited liability company)**

Pursuant to Sections 607.1109 of the Florida Business Corporation Act and 608.4382 of the Florida Limited Liability Company Act (collectively, the "Florida Act"), this Certificate of Merger provides as follows:

**ARTICLE I
State of Organization; Constituent Entities**

The name, entity type and state of organization of each of the constituent entities of the merger is as follows:

<u>Name</u>	<u>Entity Type</u>	<u>State of Organization</u>
F & L Investments, Inc.	corporation	Florida
FLG FL, LLC	limited liability company	Florida

**ARTICLE II
Surviving Entity**

FLG FL, LLC shall be the surviving entity.

**ARTICLE III
Plan of Merger**

The Plan of Merger providing for the merger of F & L Investments, Inc. and FLG FL, LLC is attached hereto as Exhibit A (the "Plan of Merger").

**ARTICLE IV
Approval of the Plan of Merger**

In accordance with the applicable provisions of the Florida Act, the Plan of Merger was duly approved and adopted by the shareholders and the Board of Directors of F & L Investments, Inc. on December 16, 2013.

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS
13 DEC 16 PM 11:47

In accordance with the applicable provisions of the Florida Act, the Plan of Merger was duly approved and adopted by the members of FLG FL, LLC on December 16, 2013.

ARTICLE V
Effective Time

The merger shall become effective upon the filing of this Certificate of Merger with the Florida Department of State.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be executed this 16th day of December, 2013.

F & L INVESTMENTS, INC.,
a Florida corporation

By Frances Jackson
Frances Jackson, President

NIG FL, LLC
a Florida limited liability company

By Frances Jackson
Frances Jackson, Member

[SIGNATURE PAGE TO CERTIFICATE OF MERGER]

EXHIBIT A

Plan of Merger

See Attached

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan") is made and entered into this 16th day of December, 2013, by and between **F & L INVESTMENTS, INC.**, a Florida corporation (the "Corporation"), and **FLG FL, LLC**, a Florida limited liability company (the "LLC"). The Corporation and LLC are sometimes collectively referred to in this Plan as the "Constituent Business Entities" and each is sometimes referred to individually as a "Constituent Business Entity."

WITNESSETH:

WHEREAS, the Board of Directors and members, as applicable, of each Constituent Business Entity deem it advisable and for the general welfare of such Constituent Business Entity and its owners that the Corporation merge with and into the LLC, pursuant to this Plan and the applicable laws of the State of Florida.

NOW, THEREFORE, the Constituent Business Entities, in consideration of the premises and the mutual covenants, agreements and provisions hereinafter contained, do hereby agree upon and prescribe the terms and conditions of said merger and the method of carrying the same into effect in this Plan as follows:

1. PLAN OF MERGER.

The Constituent Business Entities have agreed and do hereby agree each with the other that the Corporation shall be merged with and into the LLC (the "Merger"). The LLC shall be the surviving party in the Merger and shall be governed by the laws of the State of Florida, which state shall continue to be its domicile.

2. EFFECTIVE DATE.

The Merger provided for in this Plan shall become effective and the Constituent Business Entities shall be deemed to have merged as of the date the Certificate of Merger is filed with the Florida Department of State (the "Effective Date").

3. CANCELLATION OF SHARES IN THE CORPORATION.

On the Effective Date, all of the outstanding shares of stock of the Corporation immediately prior to the Merger shall, by virtue of the Merger and without any action on the part of the holders thereof, be cancelled. On the Effective Date, all membership interests in the LLC outstanding immediately prior to the Merger shall be unaffected by the Merger and shall remain outstanding as membership interests in the LLC, such membership interests to be governed by and subject to the terms and conditions of the Operating Agreement of the LLC.

4. **EFFECT OF THE MERGER.**

(a) **Existence of the Corporation.** On the Effective Date, the separate existence of the Corporation shall cease and it shall be merged with and into the LLC. Thereupon, all the property, real, personal, and mixed, and all interest therein of the Corporation and all debts due to it shall be transferred to and invested in the LLC without further act or deed and without reversion or impairment. The LLC shall thenceforth be responsible and liable for all the liabilities and obligations of the Corporation.

(b) **Articles of Organization.** The Articles of Organization of the LLC in effect on the Effective Date shall continue in full force and effect as the Articles of Organization of the LLC and shall not be changed or amended by the Merger.

(c) **Operating Agreement.** The Operating Agreement of the LLC as in effect on the Effective Date shall continue in full force and effect as the Operating Agreement of the LLC and shall not be changed or amended by the Merger.

5. **CONDITIONS OF MERGER.**

This Plan shall promptly be submitted to the shareholders and Board of Directors of the Corporation and to the members of the LLC for approval. The affirmative vote of the holders of a majority of the shares of the Corporation entitled to vote and the affirmative vote of the holders of a majority of the percentage interest of the LLC entitled to vote shall be required for such approval.

6. **GENERAL PROVISIONS.**

(a) **Entire Agreement.** This Plan constitutes the entire agreement between the parties and supersedes and cancels any other agreement, representation or communication, whether oral or written, between the parties hereto relating to the transactions contemplated herein or the subject matter hereof.

(b) **Headings.** The headings in this Plan are inserted for convenience only and shall not affect in any way the meaning or interpretation of this Plan.

(c) **Amendment; Termination.** This Plan may be terminated or amended by the mutual consent of the Board of Directors of the Corporation and the members of the LLC, whether before or after approval of this Plan by the shareholders of the Corporation or by members of the LLC, to the extent permitted by the Florida Business Corporation Act and the Florida Limited Liability Company Act.

(d) **Further Assurances.** The Corporation agrees that from time to time following the Effective Date, as and when requested by the LLC, it will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments, and will take or cause to be taken such further or other action, as the LLC may deem necessary or desirable, in order more fully to vest in and confirm to the LLC title to and possession of all of its said property, rights, privileges, powers and franchises and otherwise to carry out the intent and purposes of this Plan.

[Signature page follows]

IN WITNESS WHEREOF, each party hereto has caused its duly authorized officer or member, as the case may be, to execute this Plan of Merger.

F & L INVESTMENTS, INC.,
a Florida corporation

By Frances Jackson
Frances Jackson, President

FLC FL, LLC
a Florida limited liability company

By Frances Jackson
Frances Jackson, Member

[SIGNATURE PAGE TO PLAN OF MERGER]