

L14000068585

(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



700270667637

03/13/15--01032--008 \*\*25.00

01/28/15--01005--023 \*\*25.00

FILED  
15 MAR 12 PM 2:27  
SECURITY  
FALL ARREST

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: THE MCDAVID GROUP, LLC  
(Name of Foreign Limited Liability Company)

Dear Sir or Madam:

The enclosed withdrawal and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

MICHELLE L. BARNETT

(Name of Person)

SEYFARTH SHAW LLP

(Firm/Company)

1075 PEACHTREE STREET, NE, STE. 2500

(Address)

ATLANTA, GA 30309

(City/State and Zip Code)

For further information concerning this matter, please call:

Michelle L. Barnett

(Name of Person)

at ( 404 ) 881-5456

(Area Code & Daytime Telephone Number)

### STREET/COURIER ADDRESS:

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

### MAILING ADDRESS:

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

☒ \$25 Filing Fee

☐ \$30 Filing Fee &  
Certificate of Status

☐ \$55 Filing Fee &  
Certified Copy

☐ \$60 Filing Fee,  
Certificate of Status &  
Certified Copy

25d  
# 158231

FILED  
15 MAR 12 PM 2:27  
SECRET  
TALLAHASSEE



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 11, 2015

MICHELLE L. BARNETT  
SEYFARTH SHAW LLP  
1075 PEACHTREE STREET, NE, STE 2500  
ATLANTA, GA 30309

SUBJECT: THE MCDAVID GROUP, LLC  
Ref. Number: L14000068585

We have received your document for THE MCDAVID GROUP, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please complete the attached form or make the proper corrections to your merger documents. You must file under Florida Statutes Chapter 605 because Chapter 608 no longer exists.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing  
Senior Section Administrator

Letter Number: 315A00002910

RECEIVED

15 MAR 12 AM 10:48

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
15 MAR 12 AM 10:48

15 MAR 10 AM 10:00  
DIVISION OF CORPORATIONS  
INFORMATION SERVICES

FLORIDA

**CERTIFICATE OF MERGER OF  
THE MCDAVID GROUP, LLC INTO  
THE MCDAVID GROUP, LLC**

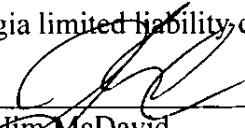
This CERTIFICATE OF MERGER is made to evidence the merger by and between THE MCDAVID GROUP, LLC, a Florida limited liability company ("McDavid Florida"), and THE MCDAVID GROUP LLC, a Georgia limited liability company ("McDavid Georgia"), in accordance with § 605.1025 of the Florida Revised Limited Liability Company Act (the "Act").

1. The plan of merger by and between McDavid Florida and McDavid Georgia, which is attached as Exhibit A hereto (the "Merger Plan"), has been approved by unanimous consent of all of the members of McDavid Florida, in accordance with §§ 605.1021 - 605.1026 of the Act.
2. The Merger Plan has been approved by unanimous consent of all of the members of McDavid Georgia, in accordance with the laws of the State of Georgia.
3. The Merger Plan has been approved by the unanimous consent of all of the members of McDavid Florida, in accordance with § 605.1023(1)(b) of the Act.
4. McDavid Florida agrees to pay any members with appraisal rights the amount to which members are entitled under §§ 605.1006 and 605.1061 – 605.1072 of the Act
5. The effective date of this merger shall be the date of filing of this Certificate of Merger with the Florida Department of State.
6. McDavid Florida is the surviving entity.

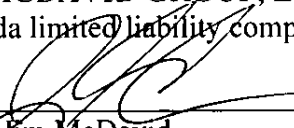
IN WITNESS WHEREOF, each of the undersigned entities has caused this Certificate of Merger to be duly executed in its name this 3rd day of March, 2015.

*[Signatures on following page]*

**THE MCDAVID GROUP, LLC,**  
a Georgia limited liability company

By:   
Name: Jim McDavid  
Title: Manager

**THE MCDAVID GROUP, LLC,**  
a Florida limited liability company

By:   
Name: Jim McDavid  
Title: Manager

*[Signature page to Certificate of Merger]*

FILED  
15 MAR 12 PM 2:27  
SECRETARY  
FALL ARMY

## **EXHIBIT A**

### **PLAN OF MERGER**

This PLAN OF MERGER is made and entered into as of May \_\_, 2014, by and between THE MCDAVID GROUP, LLC, a Georgia limited liability company ("McDavid Georgia"), and THE MCDAVID GROUP, LLC, a Florida limited liability company ("McDavid Florida"), said parties being hereinafter referred to sometimes as the "Constituent Parties."

### **WITNESSETH:**

**WHEREAS**, McDavid Georgia is a limited liability company duly organized and validly existing under the laws of the State of Georgia;

**WHEREAS**, McDavid Florida is a limited liability company duly organized and validly existing under the laws of the State of Florida; and

**WHEREAS**, the members of the respective Constituent Parties have determined that it is advisable and for the benefit of each of the said Constituent Parties and their respective shareholders, members and/or managers that the Constituent Parties be merged, with McDavid Florida remaining as the surviving company ("Surviving Company"), in accordance with the terms and conditions hereinafter set forth and the applicable provisions of the statutes of the State of Florida and the State of Georgia.

**NOW, THEREFORE**, in consideration of the premises and of the agreements, covenants, and provisions hereinafter contained, the Constituent Parties have agreed, and hereby agree, as follows:

### **ARTICLE 1.** **MERGER**

The terms of the merger are:

(a) McDavid Georgia shall be merged into McDavid Florida on the Effective Date, as defined below, in accordance with the statutory procedures set forth in the Florida Limited Liability Company Act and the Georgia Limited Liability Company Act.

(b) McDavid Florida shall be the surviving company and the company identity, existence, purposes, powers, franchises, rights, and immunities of McDavid Florida shall continue unaffected and unimpaired by the merger. The Certificate of Organization and the Operating Agreement of McDavid Georgia shall remain in effect as the Certificate of Organization and the Operating Agreement of the surviving company. The duly qualified and acting managers of McDavid Georgia immediately prior to the Effective Date shall be the managers of the Surviving Company.

(c) All rights of creditors and all liens upon any property of McDavid Georgia shall be preserved unimpaired, and all debts, liabilities, and duties of McDavid Georgia shall be enforceable against McDavid Florida.

(d) The separate existence of McDavid Georgia, except insofar as specifically otherwise provided by law, shall cease as of the Effective Date, whereupon the Constituent Parties shall become a single limited liability company.

(e) The assets, liabilities and net worth accounts of McDavid Georgia shall be taken up on the books of McDavid Florida as of the Effective Date in the amounts at which they shall then be carried on the books of McDavid Florida, subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the merger.

(f) All company acts, plans, policies, approvals and authorizations of McDavid Georgia, its members, managers, shareholders, and agents, which were valid and effective immediately prior to the Effective Date shall be assumed and taken for all purposes as the acts, plans, policies, approvals, and authorizations of McDavid Florida, and shall be as effective and binding thereon as the same were with respect to McDavid Georgia.

(g) The name of the surviving limited liability company shall be "The McDavid Group, LLC."

## **ARTICLE 2.**

### **SERVICE OF PROCESS: REGISTERED AGENT**

McDavid Florida may be sued and served with process in any proceeding for the enforcement of any obligation of McDavid Georgia. The registered office of McDavid Florida is 729 S. Federal Highway, Stuart, Florida 34994. The name of its registered agent at such address is Jim McDavid.

## **ARTICLE 3.**

### **EFFECTING MERGER**

The mode of carrying the merger into effect and the manner and basis of converting the membership interest of McDavid Georgia into the membership interest of McDavid Florida shall be as follows:

(a) Each issued and outstanding membership interest of McDavid Georgia owned by a member of McDavid Georgia shall, by virtue of the merger and without any action on the part of the member thereof, be converted into the membership interest of McDavid Florida.

(c) To the extent required by applicable law, each member of McDavid Georgia will represent and warrant to McDavid Florida that he, she or it is acquiring the membership interest in McDavid Florida for his, her or its own account and that he, she or it will not resell the membership interest in McDavid Florida unless pursuant to an offering registered under applicable federal and state securities laws or otherwise in compliance with or exempt therefrom.

(d) This Agreement shall be submitted for approval to the members of the respective Constituent Parties as provided by the applicable laws of the State of Florida and the State of Georgia. There shall be required for the adoption of this Agreement as to each of the Constituent Parties, the affirmative vote of the members of McDavid Georgia.

(e) This Agreement and Plan of Merger has been designed to qualify as a tax-free reorganization pursuant to Section 368(a)(1) of the Internal Revenue code of 1986, as amended (the "Code"), and as such should not result in the recognition of gain or loss under the Code to any of the Constituent Parties or their members, as applicable.

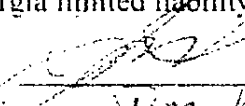
**ARTICLE 4.**  
**EFFECTIVE DATE**

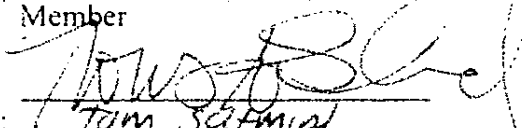
The merger shall become effective upon the date of filing of the Certificate of Merger with the Florida Department of State ("Effective Date"). If at any time before the Effective Date, a Constituent Party notifies another of its election to cancel the merger, by delivering written notice thereof, this Agreement and Plan of Merger shall be null and void, the merger shall not become effective, and the Constituent Parties shall file no Certificate of Merger with the Florida Department of State or the Georgia Secretary of State, or if any such Certificate of Merger shall have been filed, the Constituent Parties shall take any necessary steps to rescind such filing.

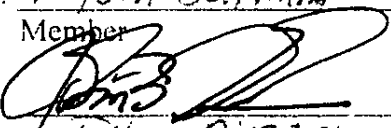
*[Signatures contained on following page]*



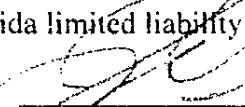
**THE MCDAVID GROUP, LLC,**  
a Georgia limited liability company

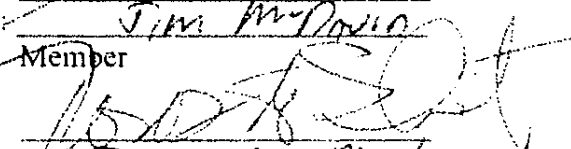
By:   
Name: Tim McDavid  
Title: Member

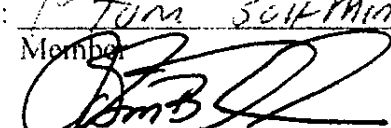
By:   
Name: Tom Seifman  
Title: Member

By:   
Name: John Rutzbach  
Title: Member

**THE MCDAVID GROUP, LLC,**  
a Florida limited liability company

By:   
Name: Tim McDavid  
Title: Member

By:   
Name: Tom Seifman  
Title: Member

By:   
Name: John Rutzbach  
Title: Member