

6/9/2017

Division of Corporations

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IN

## MERGER OR SHARE EXCHANGE

Shunk Gulley, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	<del>\$58.75</del>

80.00

Merger

## ARTICLES OF MERGER

Pursuant to Section 605.1025, *Florida Statutes*, these Articles of Merger are submitted to merge GALLION KOCH, LLC, a Florida limited liability company, with and into SHUNK GULLEY, LLC, a Florida limited liability company.

**FIRST:** The name of the merging party of this merger is GALLION KOCH, LLC, a Florida limited liability company (Florida document number L15000191062) ("GKLLC"). AR 2/20/17

**SECOND:** The name of surviving party of this merger is SHUNK GULLEY, LLC, a Florida limited liability company (Florida document number L16000220103) ("SGLLC"). AR 2/20/17

**THIRD:** The merger was approved by each domestic merging entity, in accordance with §§605.1021-605.1026, *Florida Statutes*, and by each member of such limited liability company who as a result of the merger will have interest holder liability under §605.1023(1)(b), *Florida Statutes*.

**FOURTH:** SGLLC, as the surviving entity, agrees to pay any members with appraisal rights the amount to which members are entitled under Sections 605.1006 and 605.1061-605.1072, *Florida Statutes*.

**FIFTH:** The merger is effective for all purposes on June 9, 2017.

Dated on the dates set forth below.

SHUNK GULLEY, LLC, a Florida limited liability company

By: Thomas T. Gallion IV  
Thomas T. Gallion IV, Manager

Date: June 9, 2017

GALLION KOCH LLC, a Florida limited liability company

By: Thomas T. Gallion IV  
Thomas T. Gallion IV, Manager

Date: June 9, 2017

FILED  
17 JUN -9 AM 11:11  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

**PLAN OF MERGER**

THIS IS A PLAN OF MERGER entered into by and between Shunk Gulley, LLC, a Florida limited liability company (Florida document number L16000220103) ("SGLLC") and Gallion Koch LLC, a Florida limited liability company (Florida document number L15000191062) ("GKLLC").

***S T I P U L A T I O N S:***

A. SGLLC is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 302 Jack Knife Drive, Watersound, Florida 32461. The sole member of SGLLC is Thomas T. Gallion IV.

B. GKLLC is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 302 Jack Knife Drive, Watersound, Florida 32461. The sole member of GKLLC is Thomas T. Gallion IV.

C. The sole member of SGLLC and the sole member of GKLLC deem it desirable and in the best interest of SGLLC and GKLLC that GKLLC be merged with and into SGLLC pursuant to the provisions of Sections 605.1021, et seq., *Florida Statutes*, with SGLLC being the surviving entity.

IN CONSIDERATION OF THE MUTUAL COVENANTS AND SUBJECT TO THE TERMS AND CONDITIONS HEREINAFTER SET FORTH, SGLLC AND GKLLC AGREE AS FOLLOWS:

Section 1. Merger. GKLLC shall merge with and into SGLLC, and SGLLC shall be the surviving entity.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of GKLLC shall cease, and SGLLC shall succeed to all of the rights, privileges, immunities, franchises, and all of the property, real, personal, and mixed, of GKLLC without the necessity for any separate transfer. SGLLC shall thereafter be responsible for all of the liabilities and obligations of GKLLC, and neither the rights of creditors nor any liens on the property of GKLLC shall be impaired by the merger.

Section 3. Conversion of Interests in GKLLC to Interests in SGLLC. Upon the merger of GKLLC into SGLLC, the current membership interest in SGLLC shall remain the same.

Section 4. Changes in Articles of Organization of SGLLC. The current Articles of Organization of SGLLC shall continue to be its Articles of Organization following the merger unless and until revised in accordance with the Articles of Organization and the Operating Agreement of SGLLC.

Section 5. Changes in Operating Agreement of SGLLC. The current Operating Agreement of SGLLC shall continue to be its Operating Agreement following the merger unless and until revised in accordance with the Articles of Organization and the Operating Agreement of SGLLC.

Section 6. Effective Date of Merger. The effective date of this merger shall be June 9, 2017.

Section 7. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Dated on the dates set forth below.

SHUNK GULLEY, LLC, a Florida limited liability company

By: Thomas T. Gallion IV  
Thomas T. Gallion IV, Manager

Date: June 9, 2017

GALLION KOCH LLC, a Florida limited liability company

By: Thomas T. Gallion IV  
Thomas T. Gallion IV, Manager

Date: June 9, 2017