

L17000014270

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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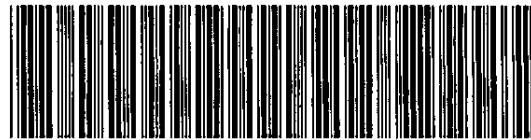
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2017 FEB - 6 AM 8:22

FEB - 8 2017
C LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: HRH REALTY II, LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

PATRICK T. SCHMIDT

Contact Person

TILFORD DOBBINS & SCHMIDT, PLLC

Firm/Company

401 WEST MAIN STREET, SUITE 1400

Address

LOUISVILLE, KENTUCKY 40202

City, State and Zip Code

pschmidt@tilfordlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

PATRICK T. SCHMIDT

at (502) 584-1000

Name of Contact Person

Area Code

Daytime Telephone Number

☒ Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Articles of Merger
For
Florida Limited Liability Company**

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DIVISION OF CORPORATIONS

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The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
HRH REALTY II, LLC	KENTUCKY	LLC
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
HRH REALTY II, LLC	FLORIDA	LLC <u>L17000014270</u>
_____	_____	_____

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

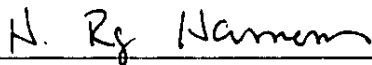
- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
HRH REALTY II, LLC		H. RAY HAMMONS
		SOLE MEMBER
		2017 FEB - 6 AM 8:22

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

<u>Fees:</u>	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	<u>Certified Copy (optional):</u>	\$30.00

Plan of Merger

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made, and entered into, effective January 18, 2017, by and between **HRH REALTY II, LLC**, a Florida limited liability company (the "Surviving Company"), and **HRH REALTY II, LLC**, a Kentucky limited liability company (the "Merged Company"). The Surviving Company and the Merged Company may be hereinafter referred to jointly as the Constituent Companies.

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OFFICE OF THE CLERK OF THE CIRCUIT COURT
JUDICIAL CIRCUIT IN AND FOR THE COUNTY OF DALLAS, TEXAS

RECITALS

A. The Merged Company is organized and exists under the laws of the Commonwealth of Kentucky.

B. The Surviving Company is organized and exists under the laws of the State of Florida.

C. The Sole Member of each of the Constituent Companies deems it advisable that the Merged Company be merged with and into the Surviving Company on the terms and conditions set forth below, in accordance with the applicable provisions of KRS 275.345 and Section 605.1021 of the Florida Revised Limited Liability Company Act, each of which permit such merger.

D. The Sole Member of each Constituent Company has unanimously approved the merger pursuant to each Constituent Company's Operating Agreement.

NOW, THEREFORE, in consideration of the agreements, covenants and provisions set out below, the Surviving Company and the Merged Company, by their respective Sole Members, do hereby agree as follows:

ARTICLE I

Effective Date of Merger

The Surviving Company and the Merged Company shall be merged into a single limited liability company effective January 18, 2017 (the "Effective Date"), in accordance with applicable provisions of the laws of the State of Florida and the Commonwealth of Kentucky by the Merged Company merging with and into the Surviving Company, which shall be the Surviving Company of said merger.

ARTICLE II

Consolidation of Interests

Upon the Effective Date:

1. The Constituent Companies shall become a single limited liability company, which shall be the Surviving Company, and the separate existence of the Merged Company shall cease, except to the extent, if any, provided by the laws of the Commonwealth of Kentucky.

2. The Surviving Company shall thereupon possess all the rights, privileges, immunities and franchises of the Constituent Companies; and all property, real and personal, and all debts due on whatever account, and every other interest belonging to or due to each of the Constituent Companies, shall be vested in the Surviving Company without further act or deed. The Merged Company hereby affirms that it does not have any fee simple ownership interest in any real estate located in the Commonwealth of Kentucky.

3. The Surviving Company shall be responsible and liable for all of the liabilities and obligations of each Constituent Company; and all existing or pending claims, actions or proceedings by or against the Constituent Companies may be prosecuted to judgment as if the merger had not taken place, or the Surviving Company may be substituted in the place of the appropriate Constituent Company, and neither the rights of creditors nor any liens upon the property of the Constituent Companies shall be impaired by the merger.

ARTICLE III

Operating Agreement

The Merged Company's Operating Agreement shall constitute the Operating Agreement of the Surviving Company.

ARTICLE IV

Costs

The Surviving Company shall pay all expenses incurred for the purpose of bringing both this Agreement and Plan of Merger and the merger herein described into effect.

ARTICLE VI

Conveyance and Related Documents

If the Surviving Company shall have reason to request any further assignments, conveyances or other transfers that it is advised by counsel are necessary to vest in the Surviving Company title to any property or rights of either of the Constituent Companies, the officers and directors of the appropriate Constituent Company shall execute any assignment, conveyance or transfer to vest such property or rights in the Surviving Company.

ARTICLE VII

Action Prior to Effective Date of Merger

This Agreement and Plan of Merger may be abandoned by either of the Constituent Companies by the action of its respective Sole Member if such action is taken before Effective Date and the filing of Articles of Merger with the Kentucky Secretary of State and the Florida Secretary of State.

ARTICLE VIII
Certification of Authority

CLERK
SECRETARY OF
DIVISION OF CORPORATIONS

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Each Constituent Company represents and warrants on its own behalf:

1. The Constituent Company is duly organized and validly existing under the laws of the jurisdiction of its organization.

2. The Constituent Company does not have any memberships outstanding which would require approval of this Agreement and Plan of Merger by any persons holding membership rights.

3. This Agreement and Plan of Merger was approved by the Sole Member of the Constituent Company upon proper notice and by sufficient vote as required by the Constituent Organization's Articles of Organization, Operating Agreement and the laws of the State of its organization.

IN WITNESS WHEREOF, each Constituent Company acting by the authority set out in a resolution adopted by its Sole Member has directed this Agreement and Plan of Merger to be executed by the Sole Member of each Constituent Company.

HRH REALTY II, LLC, a Kentucky limited liability company

By: H. Ray Hammons
Its: H. Ray Hammons, Sole Member

HRH REALTY II, LLC, a Florida limited liability company

By: H. Ray Hammons
Its: H. Ray Hammons, Sole Member

**CONSENT OF THE SOLE MEMBER
OF
HRH REALTY II, LLC**

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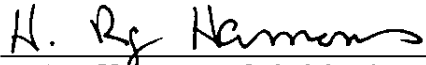
The undersigned, being the Sole Member of HRH Realty, LLC, a Kentucky limited liability company (the "Company"), acting pursuant to Section 7.3 of the Company's Operating Agreement, hereby waives notice of meeting and consents in writing to the adoption of the following resolutions, which resolutions shall have the same force and effect as though adopted by vote at a meeting of the Member duly called and held as of the date set forth below:

RESOLVED, that the Agreement and Plan of Merger attached hereto (the "Plan of Merger") is hereby approved and adopted.

RESOLVED, that the merger of the Company with and into HRH Realty, LLC, a Florida limited liability company, on the terms and conditions set forth in the Plan of Merger is hereby approved and authorized.

RESOLVED, that the Sole Member of the Company be, and hereby is, authorized and directed to take all such action and to execute all such documents necessary or advisable to consummate and carry out the above resolutions in the name of and on behalf of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Consent of the Sole Member, to be filed as part of the records of the Corporation as of the 18th day of January, 2017.


H. Ray Hammons, Sole Member

**CONSENT OF THE SOLE MEMBER
OF
HRH REALTY II, LLC**

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DIVISION OF CORPORATIONS

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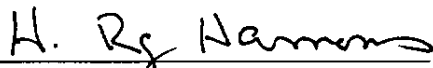
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RESOLVED, that the Agreement and Plan of Merger attached hereto (the "Plan of Merger") is hereby approved and adopted.

RESOLVED, that the merger of the Company with HRH Realty, LLC, a Kentucky limited liability company, on the terms and conditions set forth in the Plan of Merger is hereby approved and authorized.

RESOLVED, that the Sole Member of the Company be, and hereby is, authorized and directed to take all such action and to execute all such documents necessary or advisable to consummate and carry out the above resolutions in the name of and on behalf of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Consent of the Sole Member, to be filed as part of the records of the Corporation as of the 18th day of January, 2017.


H. Ray Hammons, Sole Member