

L20000165609

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 12, 2020

PRICE GARDNER
400 W CAPITOL AVE, #2000
LITTLE ROCK, AR 72201

SUBJECT: CRAIN FAMILY HOLDINGS, LLC
Ref. Number: L20000165609

We have received your document for CRAIN FAMILY HOLDINGS, 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):

There is a balance due of \$25.00.

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.

Octavia L Simmons
Regulatory Specialist II Supervisor

Letter Number: 820A00019960

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: **CRAIN FAMILY HOLDINGS, 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:

Price C. Gardner

Contact Person

Friday Eldredge & Clark, LLP

Firm/Company

400 W. Capitol Ave #2000

Address

Little Rock, AR 72201

City, State and Zip Code

gardner@fridayfirm.com

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

For further information concerning this matter, please call:

Price C. Gardner at (**501**) **370-1543**

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

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

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

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:
Crain Family Holdings, LLC	<u>LARRY CRAIN JR</u>	<u>Larry Crain, Jr.</u>
Crain Family Holdings, LLC	<u>LARRY CRAIN JR</u>	<u>Larry Crain, Jr.</u>

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

Fees:	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	Certified Copy (optional):	\$30.00

ARTICLES OF MERGER
OF
CRAIN FAMILY HOLDINGS, LLC WITH AND INTO
CRAIN FAMILY HOLDINGS, LLC

The undersigned hereby submits these Articles of Merger for purposes of merging Crain Family Holdings, LLC, an Arkansas limited liability company, with and into Crain Family Holdings, LLC, a Florida limited liability company, under Ark. Code Ann. § 4-32-1201 *et seq.*, Fla. Stat. § 605.1021-605.1026, and other applicable provisions of the laws of the State of Arkansas and the State of Florida, and certifies as follows:

1. The names of the two companies entering into the merger are Crain Family Holdings, LLC, an Arkansas limited liability company ("Arkansas CFH"), and Crain Family Holdings, LLC, a Florida limited liability company ("Florida CFH"). Arkansas CFH is organized under and governed by the laws of the State of Arkansas. Florida CFH is organized under and governed by the laws of the State of Florida. Pursuant to this merger, Arkansas CFH, shall be merged with and into Florida CFH (the "Merger").

2. The surviving company in the merger is Florida CFH.

3. The merger shall be effective upon the filing of this of Merger with the Department of State of the State of Florida.

4. The plan of merger does not amend either the Articles of Organization or the operating agreement of Florida CFH.

5. The Merger contemplated by these Articles of Merger and the agreement and plan of merger have been approved and executed, by each of Arkansas CFH and Florida CFH, as required under each entity's operating agreement, respectively, and each entity's governing statutes being the laws of the State of Arkansas and the State of Florida, respectively.

6. Florida CFH agrees to pay any member with appraisal rights the amount, to which members are entitled under Fla. Stat. § 605.1006 and § 605.1061-605.1072.

7. The plan of merger is on file at the offices of Florida CFH located at 4634 Southwinds, Miramar Beach, Florida 32550. A copy of the plan of merger shall be provided by Florida CFH upon the request of and without cost to any partner, member or other owner of either Arkansas CFH or Florida CFH.

1st IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this
day of July, 2020.

Crain Family Holdings, LLC
an Arkansas limited liability company

By: [Signature]

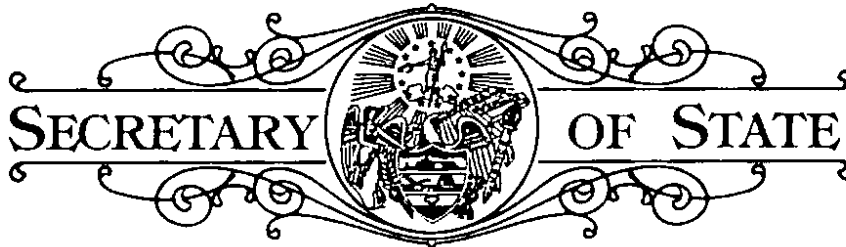
Name: LARRY CRAIN JR.
Authorized Manager

Crain Family Holdings, LLC,
a Florida limited liability company

By: [Signature]

Name: LARRY CRAIN JR.
Authorized Manager

STATE OF ARKANSAS



John Thurston
ARKANSAS SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greetings:

I, John Thurston, Arkansas Secretary of State of Arkansas, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

Articles of Merger

of

CRAIN FAMILY HOLDINGS, LLC

with and into

CRAIN FAMILY HOLDINGS, LLC

filed in this office August 19, 2020.

In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 19th day of August, 2020.



John Thurston

Arkansas Secretary of State



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OF
CRAIN FAMILY HOLDINGS, LLC WITH AND INTO
CRAIN FAMILY HOLDINGS, LLC

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an Arkansas limited liability company

By [Signature]

Name: LARRY CRAIN JR.
Authorized Manager

Crain Family Holdings, LLC,
a Florida limited liability company

By [Signature]

Name: LARRY CRAIN JR.
Authorized Manager