

L99000002097

Holland & Knight LLP
Requester's Name

315 So. Calhoun Street
Address

425-5675
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Holland & Knight Holdings, LLC
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)
effective date 6-30-01

4. (Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☒ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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-06/28/01--01086--015
*****75.00 *****50.00

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-06/28/01--01086--016
*****10.00 *****10.00

Examiner's Initials

01 JUN 28 PM 1:57

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AND
FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATIONS

01 JUN 28 PM 12:00

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

HOLLAND & KNIGHT CONSULTING, INC., A FLORIDA ENTITY,
P99000032840

into

HOLLAND & KNIGHT HOLDINGS, LLC, a Florida entity L99000002097

File date: June 28, 2001

Corporate Specialist: Trevor Brumbley

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01 JUN 28 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with sections 607.1109 and 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Holland & Knight Consulting, Inc. 400 North Ashley Drive, Suite 2300 Tampa, FL 33602	Florida	Corporation

Florida Document/Registration Number: P99000032840 FEI Number: 593583613

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Holland & Knight Holdings, LLC 400 North Ashley Drive, Suite 2300 Tampa, FL 33602	Florida	Limited liability company

Florida Document/Registration Number: L99000002097 FEI Number: 593577717

THIRD: The attached Plan of Merger meets the requirements of sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

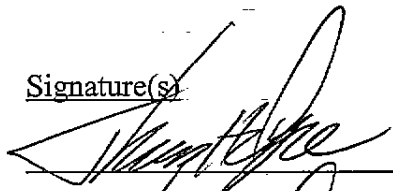
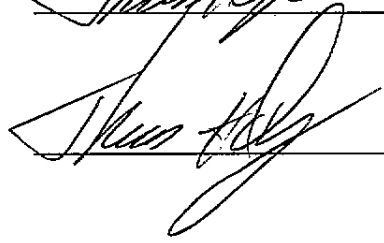
FOURTH: The merger is permitted under the laws of Florida, the only applicable jurisdiction and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

FIFTH: The merger shall become effective as of June 30, 2001.

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of Florida, the only applicable jurisdiction.

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SEVENTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Typed or Printed Name of Individual</u>	<u>Signature(s)</u>
Holland & Knight Consulting, Inc.	By: Thomas H. Dyer, President	
Holland & Knight Holdings, LLC	By: Holland & Knight Consulting, Inc., Managing Member By: Thomas H. Dyer, President	

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections 607.1107 and 608.4381, is being submitted in accordance with sections 607.1108 and 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Holland & Knight Consulting, Inc. 400 North Ashley Drive, Suite 2300 Tampa, FL 33602	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Holland & Knight Holdings, LLC 400 North Ashley Drive, Suite 2300 Tampa, FL 33602	Florida

THIRD: The terms and conditions of the merger are as follows:

Holland & Knight Consulting, Inc. shall be merged with and into Holland & Knight Holdings, LLC and Holland & Knight Holdings, LLC shall be the surviving entity. On the effective date of the merger, the separate existence of Holland & Knight Consulting, Inc. shall cease, and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon Holland & Knight Holdings, LLC without further act or deed.

After the effective date of the merger, the Amended and Restated Articles of Organization attached hereto as Exhibit A shall be filed with the Secretary of State of the State of Florida.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interest, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Upon the effective date of the merger, the sole shareholder of Holland & Knight Consulting, Inc. shall become the sole member of Holland & Knight Holdings, LLC.

FIFTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

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The managers of Holland & Knight Consulting LLC who shall operate as a board of managers that shall be referred to as the Board of Directors are as follows:

Harold T. Daniel, Jr.	400 North Ashley Drive Suite 2300 Tampa, FL 33602
Carol Ann DiBattiste	400 North Ashley Drive Suite 2300 Tampa, FL 33602
Richard O. Duvall	400 North Ashley Drive Suite 2300 Tampa, FL 33602
Robert R. Feagin III	400 North Ashley Drive Suite 2300 Tampa, FL 33602
Lars Forsberg	400 North Ashley Drive Suite 2300 Tampa, FL 33602
Michael T. Moore	400 North Ashley Drive Suite 2300 Tampa, FL 33602
C. Thomas Swaim	400 North Ashley Drive Suite 2300 Tampa, FL 33602
Donald W. Wallis	400 North Ashley Drive Suite 2300 Tampa, FL 33602
Thomas A. Zimmer	400 North Ashley Drive Suite 2300 Tampa, FL 33602

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Exhibit A

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
HOLLAND & KNIGHT HOLDINGS LLC**

Pursuant to Section 608.411, Florida Statutes, Holland & Knight Holdings LLC (the "Company") hereby delivers for filing these Amended and Restated Articles of Organization:

1. The name of the limited liability company is Holland & Knight Holdings LLC.
2. The Articles of Organization of Holland & Knight Holdings LLC are hereby deleted in their entirety and replaced with the following:

ARTICLE I. NAME

The name of the limited liability company is Holland & Knight Consulting LLC (the "Company").

ARTICLE II. ADDRESS

The Company's mailing address and the street address of its principal office is:

400 North Ashley Drive
Suite 2300
Tampa, FL 22602

ARTICLE III. DURATION AND CONTINUATION

The Company's existence commenced upon the filing of the Company's original Articles of Organization with the Florida Department of State, and the Company will exist perpetually, unless terminated in accordance with the Company's Operating Agreement.

ARTICLE IV. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

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ARTICLE V. REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names INTRASTATE REGISTERED AGENT CORPORATION the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE VI. MEMBERS' RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining Members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event that terminates the continued membership of a Member in the Company will be as provided in the Operating Agreement of the Company.

ARTICLE VII. MANAGEMENT

The Company shall be a manager-managed company. The managers of Holland & Knight Consulting LLC shall operate as a board of managers that shall be referred to as the Board of Directors. A member of the Board of Directors will retain such position until removed and replaced by the Members of the Company as provided in the Operating Agreement of the Company. The Board of Directors will have the obligations and responsibilities described in the Operating Agreement of the Company. The initial members of the Board of Directors shall be:

Harold T. Daniel, Jr.

Michael T. Moore

Carol Ann DiBattiste

C. Thomas Swaim

Richard O. Duvall

Donald W. Wallis

Lars Forsberg

Thomas A. Zimmer

Robert R. Feagin III, ex officio as
Managing Partner of Holland & Knight LLP

ARTICLE VIII. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company will be vested in the Members of the Company.

Dated this ____ day of _____, 2001.

By: Thomas H. Dyer, President of Holland &
Knight Consulting LLC

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