

L99000007754

FIRST FINANCIAL GROUP LLC

Requestor's Name

810 THOMASVILLE RD

Address

TALLAHASSEE, FL 205-9300

City/State/Zip

Phone #

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

BA

ARTICLES OF MERGER
Merger Sheet

MERGING:

PHILANTHROPIC CAPITAL, A GEORGIA GENERAL PARTNERSHIP

INTO

FIRST FINANCIAL GROUP, LLC, a Florida entity, L99000007754

File date: December 13, 1999

Corporate Specialist: Gretchen Harvey

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, 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 and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Philanthropic Capital 3815 Pinewalk Drive Tallahassee, FL 32312	Georgia	General Partnership with Limited Liability status
Florida Document/Registration Number: none		FEI Number: 58-2358394
2. First Financial Group, LLC 810 Thomasville Rd., 1st Floor Tallahassee, FL 32303	Florida	Limited Liability Company
Florida Document/Registration Number: L99000007754		FEI Number: 59-3610767
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
First Financial Group, LLC 810 Thomasville Rd., 1st Floor Tallahassee, FL 32303	Florida	Limited Liability Company

Florida Document/Registration Number: L99000007754

FEI Number: 59-3610767

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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OR

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

(Note: Please see instructions for required signatures.)

Typed or Printed Name of Individual

Patricia R. Wimberly

Patricia R. Wimberly

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Philanthropic Capital	Georgia
First Financial Group, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
First Financial Group, LLC	Florida

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

See attached.

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(Attach additional sheet(s) if necessary)

FOURTH:

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

See attached.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

See attached.

(Attach additional sheet(s) if necessary)

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FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

Not applicable.

SIXTH: 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:

See attached.

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

None.

EIGHTH: Other provisions, if any, relating to the merger:

See attached.

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(Attach additional sheet(s) if necessary)

Plan of Merger

ARTICLE I

The plan of merger is set forth in the Agreement of Merger as recommended by the Board of Managers of FIRST FINANCIAL GROUP, LLC and the Board of Partners of PHILANTHROPIC CAPITAL, approved by unanimous vote of all outstanding membership interest of each entity entitled to vote, and executed by the authorized officers of each entity, and is set forth as follows:

AGREEMENT OF MERGER

AGREEMENT AND PLAN OF MERGER made and entered into December 1, 1999 between PHILANTHROPIC CAPITAL, a Georgia general partnership with limited liability status, and FIRST FINANCIAL GROUP, LLC a Florida limited liability company, at times referred to as the surviving limited liability company.

RECITALS

WHEREAS FIRST FINANCIAL GROUP, LLC and PHILANTHROPIC CAPITAL at times referred to as the constituent entities, desire to merge pursuant to the applicable statutes in accordance with the terms and conditions hereinafter set forth; and

WHEREAS FIRST FINANCIAL GROUP, LLC is duly organized and existing under the laws of the State of Florida, having been organized on November 15, 1999; and

WHEREAS PHILANTHROPIC CAPITAL is duly organized and existing under the laws of the State of Georgia, having been organized on December 4, 1997; and

WHEREAS FIRST FINANCIAL GROUP, LLC has authorized membership interest consisting of 100,000 Class A membership interest with par value of \$10.00 per membership interest, of which 800 Class A membership interest are now issued and outstanding; and

WHEREAS PHILANTHROPIC CAPITAL has authorized membership interest consisting of 100,000 Class A membership interest with no par value, of which 500 Class A membership interest are now issued and outstanding.

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NOW, THEREFORE, the constituent entities agree each with the other that PHILANTHROPIC CAPITAL be merged into FIRST FINANCIAL GROUP, LLC as the surviving limited liability company, pursuant to the applicable statutes and subject to the following terms and conditions:

1. Articles of Organization of surviving limited liability company. The Articles of Organization of the surviving limited liability company, prior the effective date of this merger, shall be amended to change the name of the limited liability company, to reflect management, and, as amended, the Articles of Organization of the surviving limited liability company shall read in their entirety as follows:

ARTICLE I

The name of this limited liability company is FIRST FINANCIAL GROUP, LLC.

ARTICLE II

The duration of this limited liability company will be 30 years.

ARTICLE III

The purpose for which this limited liability company is formed is the unlimited power to engage in and to do any lawful act concerning any or all lawful business for which limited liability companies may be organized under the Florida Business Limited Liability Company Act.

ARTICLE IV

The total membership interest which the limited liability company shall have authority to issue is an unlimited number of Class B membership interest, having \$10.00 par value, and the membership interest shall be of one class only, namely Class B common membership interest.

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ARTICLE V

The membership interest in the limited liability company shall be limited in that they cannot be sold unless first offered to the limited liability company, in writing, giving 30 days within which to purchase or to refuse to purchase the membership interest. The purchase price for the right of first refusal shall be determined in the limited liability company's Operating Agreements.

ARTICLE VI

The address of the limited liability company's registered office in the State of Florida is 810 Thomasville Road, 1st Floor, Tallahassee, Florida 32303, and the name of its registered agent at the same address is David S. Wimberly whose mailing address is 810 Thomasville Road, 1st Floor, Tallahassee, Florida 32303.

ARTICLE VII

The number of managers constituting the initial Board of Managers and who shall manage the business of the limited liability company shall be two, and the names and addresses of the persons who are to serve as managers until the first annual meeting of the membership will be:

David S. Wimberly
810 Thomasville Rd.
1st Floor
Tallahassee, FL 32303

Patricia R. Wimberly
810 Thomasville Rd.
1st Floor
Tallahassee, FL 32303

ARTICLE VIII

1. The name and address of the incorporator is David S. Wimberly, 810 Thomasville Rd., 1st Floor, Tallahassee, FL 32303.
2. Operating Agreements of surviving limited liability company. The Operating Agreements of FIRST FINANCIAL GROUP, LLC in force on the effective date of the merger shall be the Operating Agreements of the surviving limited liability company until altered, amended or repealed.

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3. Conversion Membership interest of the constituent entities. The manner of converting membership interest of the constituent limited entities into membership interest of the surviving limited liability company shall be as follows:

- Each membership interest of par value of \$10.00 per membership interest of FIRST FINANCIAL GROUP, LLC, whether unissued or issued and outstanding on the effective date of the merger, shall continue to be one membership interest of common membership interest of the par value of \$10.00 of the surviving limited liability company; and
- each membership interest of no par value of PHILANTHROPIC CAPITAL issued and outstanding on the effective date of the merger shall be changed and converted into one membership interest of par value of \$10.00 of the surviving limited liability company, which, membership interest of said limited liability company shall thereupon be issued and outstanding. No fractional membership interest of the surviving limited liability company shall be issued, and any fractional interest shall be rounded to the closest whole membership interest. After the merger becomes effective, each holder of an outstanding certificate or certificates theretofore representing membership interest of PHILANTHROPIC CAPITAL may surrender the same to the surviving limited liability company or an agent appointed by it. Such holder shall be entitled on surrender to receive in exchange a certificate or certificates representing the number of full membership interest of fully paid and non-assessable membership interest of the surviving limited liability company into which the membership interest of PHILANTHROPIC CAPITAL theretofore represented by the certificate or certificates so surrendered, shall have been changed and converted. Until surrendered, each outstanding certificate which, prior to the effective date of the merger, represented membership interest of PHILANTHROPIC CAPITAL shall be deemed, for all corporate purposes other than payment of dividends, to evidence ownership of the number of full membership interest of the surviving limited

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liability company into which the same have been so changed and converted.

4. Managers and officers. Initially, the Board of Managers of the surviving limited liability company shall consist of the persons who are managers of FIRST FINANCIAL GROUP, LLC when the merger becomes effective, and the managers shall serve until their respective successors are duly elected and qualified. The persons who are officers of FIRST FINANCIAL GROUP, LLC when the merger becomes effective shall continue as officers and managers of the surviving limited liability company until the Board of Managers shall otherwise determine. Other persons may be elected or appointed to other offices from time to time according to the Operating Agreements of the surviving limited liability company.
5. Membership interest. On the effective date of the merger, the capital of the surviving limited liability company shall be an amount equal to the aggregate par value of all of the issued membership interest of the capital membership interest of said limited liability company, after giving effect to the terms and provisions of the Agreement of Merger.
6. Prohibited actions. Prior to the effective date of the merger, neither of the constituent limited liability companies will engage in any activity or transaction other than in the ordinary course of business without first obtaining the approval of the other; and neither of them will issue any rights to subscribe to, or to convert any obligation into, any membership interest of its capital membership interest otherwise than on exercise of a right of purchase or conversion outstanding at the time of execution of this Agreement of Merger.
7. Effect of merger. When the merger becomes effective, all the rights, privileges, powers, and franchises and all property and assets of every kind and description of PHILANTHROPIC CAPITAL shall be vested in and held and enjoyed by the surviving limited liability company.

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without further act or deed. All the estates and interests of every kind of the constituent limited liability entities, including all debts due to either of them on whatever account, shall be the property of the surviving limited liability company as they were of the respective constituent limited liability entities. The title to any real estate vested by deed or otherwise in either of the constituent limited liability entities shall not revert to or be in any way impaired by reason of this merger. All rights of creditors and all liens upon any property of either of the constituent limited liability entities shall be preserved unimpaired; and all debts, liabilities, and duties of the respective constituent limited liability entities shall thenceforth attach to the surviving limited liability company and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it. To the extent permitted by law, from time to time, as and when requested by the surviving limited liability company or by its successors or assigns, PHILANTHROPIC CAPITAL shall execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and take, or cause to be taken, such further or desirable actions in order to vest in and conform to the surviving limited liability company title to, and possession of, any property of PHILANTHROPIC CAPITAL.

8. Right to amend articles of organization. The surviving limited liability company reserves the right to amend, alter, change or repeal its current Articles of Organization in the manner now or afterwards prescribed by statute or Operating Agreement; and all rights or powers conferred in this Agreement and in amended Articles of Organization on membership interest holders, managers and officers are subject to this reservation.
9. Effective date. This Agreement of Merger shall be submitted to the membership interest holders of each of the constituent limited liability companies as provided by the applicable laws of the states of Florida and Georgia at meetings which shall be held on or before the day of December 6, 1999, or such later date as the

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Board of Managers of FIRST FINANCIAL GROUP, LLC and the Board of Partners of PHILANTHROPIC CAPITAL shall mutually approve. If this Agreement is duly adopted by the requisite votes of membership interest holders, Articles of Merger shall be sent for filing to the Secretary of State for the State of Florida, and the merger shall become effective on date of filing with the Florida Secretary of State. The constituent limited liability entities shall do all other acts and things as shall be necessary according to the laws of the State of Florida in order to effectuate the merger.

10. FIRST FINANCIAL GROUP, LLC shall pay all expenses of accomplishing this merger.

ARTICLE II

As to FIRST FINANCIAL GROUP, LLC, an affirmative vote of the majority of the membership interest entitled to vote on the merger is required for approval of the merger, and at the time the proposed merger was presented to the membership interest holders, there were eight hundred 800 membership interest outstanding and entitled to vote, of which 800 voted in favor of the merger and zero voted against the merger.

ARTICLE III

As to PHILANTHROPIC CAPITAL, an affirmative vote of two-thirds of the membership interest entitled to vote on the merger is required for approval of the merger, and at the time the proposed merger was presented to the membership interest holders, there were 500 membership interest outstanding and entitled to vote, of which 500 voted in favor of the merger and zero voted against the merger.

ARTICLE IV

Adoption of the Plan of Merger and performance of its terms were duly approved by a unanimous vote of all outstanding membership interest entitled to vote in each limited liability entity, and by their respective Boards of Managers or Partners.

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IN WITNESS WHEREOF, we have executed this Plan of Merger on December 13, 1999.

FIRST FINANCIAL GROUP, LLC

By: DS Wimberly
DAVID S. WIMBERLY, Managing Member & CEO

ATTEST:

Patricia R. Wimberly
PATRICIA R. WIMBERLY, Member

PHILANTHROPIC CAPITAL

By: DS Wimberly
DAVID S. WIMBERLY, Managing Partner & CEO

ATTEST:

Patricia R. Wimberly
PATRICIA R. WIMBERLY, Partner
Secretary

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