

Document Number Only

m00000000/1520

MJH

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

CORPORATION(S) NAME

300003345743--0
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****145.00 ****145.00

Emerald Green Lawn Care West, Inc.
Merging into: Tall Cotton, LLC

Surv. - M-1520, FL Merg - D97-45323, For. Merg. F96-SS44

- | | | |
|--|---|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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PLEASE RETURN EXTRA COPY(S)

FILE STAMPED
THANKS

LAURA EARNEST

00 AUG -2 AM 11:52

RECEIVED
FILE SECOND

00 AUG -2 PM 4:13

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 2, 2000

CT CORPORATION SYSTEM
LAURA EARNEST

SUBJECT: TALL COTTON, LLC
Ref. Number: M00000001520

We have received your document for TALL COTTON, LLC and check(s) totaling \$210.00. However, your check(s) and document are being returned for the following:

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company: 25.00	
For each Corporation: 35.00	
For each General Partnership: 25.00	
All Others:	No Charge

The total fee to file this merger is \$145.00.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 900A00041973

RECEIVED
00 AUG -3 AM 11:45
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

EMERALD GREEN LAWN CARE WEST, INC., P97000045323, EMERALD
GREEN LAWN CARE, INC., F96000005544, INTEGRATED TURF
MANAGEMENT, LLC,

RUSH TURF MANAGEMENT, LLC

into

TALL COTTON, LLC, a Georgia limited liability company M00000001520

File date: August 3, 2000

Corporate Specialist: Michelle Hodges

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -2 PM 4:13

**ARTICLES OF MERGER
OF
EMERALD GREEN LAWN CARE WEST, INC
A FLORIDA CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -2 PM 4:13

EMERALD GREEN LAWN CARE WEST, INC., a Florida Corporation, together with TALL COTTON, LLC, a Georgia Limited Liability Company, INTEGRATED TURF MANAGEMENT, LLC, a Georgia Limited Liability Company, EMERALD GREEN LAWN CARE, INC, a Georgia corporation and RUSH TURF MANAGEMENT, LLC, an Alabama limited liability company, file these ARTICLES OF MERGER, showing as follows:

1. The forgoing entities have agree to a Plan of Merger, a copy of which is attached hereto.
2. The Plan of Merger was approved by EMERALD GREEN LAWN CARE WEST, INC., a Florida corporation, in accordance with the provisions of Chapter 607, Florida Statutes, and the written consent of each shareholder of EMERALD GREEN LAWN CARE WEST, INC. has been obtained.
3. The Plan of Merger was approved by all other parties to the Merger in accordance with the applicable laws of the jurisdictions under which such business entities were formed, organized or incorporated.
4. The effective date of this merger shall be the date of filing of these article.
5. The surviving entity is Tall Cotton, LLC, a Georgia limited liability company. The principal office of Tall Cotton, LLC is as follows:

3620 Cantrell Industrial Court
Suite A
Acworth, Georgia 30101

6. Tall Cotton, LLC is deemed to have appointed the Secretary of State as its agent for service of process in any proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to this merger (to wit, Emerald Green Lawn Care West, Inc.),

7. Tall Cotton, LLC has agreed to promptly pay to the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under Florida Statutes Section 607.1302; provided, however, that each shareholder has consented to this merger, and has agreed to the manner and basis of converting the shares of Emerald Green Lawn Care West, Inc. into their respective membership interests in Tall Cotton, LLC, which is the surviving entity and there do not exist any dissenting shareholders within the meaning of Florida Statute Section 607.1109.

[Signatures on Next Page]

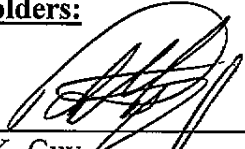
This 31 day of March, 2000.

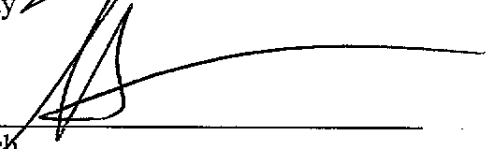
EMERALD GREEN LAWN CARE WEST, INC.

By: 

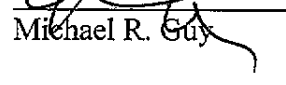
Title: President

Shareholders:


Patrick K. Guy


Evan McIntosh


Ronald Grose


Michael R. Guy

TALL COTTON, INC.

By: 

Title: Manager

**PLAN OF MERGER
OF
TALL COTTON, LLC
A GEORGIA LIMITED LIABILITY COMPANY**

Pursuant to a O.C.G.A. § 14-11-902, TALL COTTON, LLC, a Georgia limited liability company (sometimes referred to herein as "Surviving Business Entity"), INTEGRATED TURF MANAGEMENT, LLC, a Georgia limited liability company, and RUSH TURF MANAGEMENT, LLC, an Alabama limited liability company by and through their undersigned members; and EMERALD GREEN LAWN CARE, INC., a Georgia corporation, and EMERALD GREEN LAWN CARE WEST, INC., a Florida corporation, by and through their undersigned shareholders, agree to and adopt this plan of merger, setting forth as follows:

1.1 The parties to this Plan of Merger are Tall Cotton, LLC, a Georgia limited liability company, Integrated Turf Management, LLC, a Georgia limited liability company, Rush Turf Management, LLC, an Alabama limited liability company, Emerald Green Lawn Care, INC., a Georgia corporation, and Emerald Green Lawn Care West, Inc., a Florida corporation. These entities are collectively referred to as the "Merging Business Entities."

2.1 Tall Cotton, LLC, shall be the surviving business entity into which the other Merging Business Entities propose to merge. Tall Cotton, LLC's Manager and principal address are as follows:

George Rush
3620 Cantrell Industrial Court
Suite A
Acworth, Georgia 30101

3.1 The terms and conditions of the Merger require the agreement of each shareholder of the merging corporations and each member of the merging limited liability companies to agree and consent to the terms of the Articles of Organization and the Operating Agreement of Tall Cotton, LLC, both dated July 27, 1997. Each such shareholder and member does, by his signature below, certify such consent and agreement.

4.1 The manner and basis of converting the interests of the parties in the Merging Business Entities into Membership Interests in Tall Cotton, LLC, the Surviving Business Entity, shall be as follows:

(a) All of the parties to this Plan of Merger acknowledge that, as of the date hereof, the Merging Business Entities are owned as set forth herein.

(1) The outstanding shares of EMERALD GREEN LAWN CARE, INC. are owned in the following manner:

Patrick K. Guy	3,667 shares	(36.367%)
Evan McIntosh	2,666 shares	(26.66 %)
Michael R. Guy	3,167 shares	(31.67%)
Jerry Jackson	500 shares	(5%)

(2) The outstanding shares of Emerald Green Lawn Care West, Inc. are owned in the following manner:

<u>Member</u>	<u>Ownership Interest</u>
Patrick K. Guy	40%
Evan McIntosh	30%
Michael R. Guy	20%
Ronald Grose	10%

(3) The outstanding membership interests in Integrated Turf Management, LLC, are owned in the following manner:

<u>Member</u>	<u>Ownership Interest</u>
Patrick K. Guy	50%
George Rush	40%
Richard J. Storrs	10%

(4) The outstanding membership interests in Rush Turf Management, LLC are owned in the following manner:

<u>Member</u>	<u>Ownership Interest</u>
George Rush	90%
Richard J. Storrs	10%

(b) The parties hereto have agree to exchange their respective ownership interests in Emerald Green Lawn Care, Inc., Emerald Green Lawn Care West, Inc., Rush Turf Management, LLC and Integrated Turf Management, LLC so that the individuals will have the following membership interests in Tall Cotton, LLC:

<u>Member</u>	<u>Ownership Interest</u>
Patrick K. Guy	40%
George Rush	38.5% 38% <i>GR</i>
Ronald Grose	10%
Evan McIntosh	3.5%
Richard J. Storrs	3% 3.5% <i>GR</i>
Michael R. Guy	3%
Jerry Jackson	2%

This Plan of Merger being executed effective this ____ day of _____, 2000.

(Signatures are set forth on the Next Page)

CERTIFICATE

The undersigned hereby agree, acknowledge and certify that the foregoing Plan of Merger, consisting of 3 pages, excluding the attached Exhibits, constitutes the Plan of Merger of Tall Cotton, LLC, adopted by the Members effective as of the 31 day of March, 2000.

TALL COTTON, LLC

By: GRL
Title: Manager

Members:

[Signature] (SEAL)
Patrick K. Guy

GRL (SEAL)
George Rush

[Signature] (SEAL)
Ronald Grose

[Signature] (SEAL)
Evan McIntosh

[Signature] (SEAL)
Michael R. Guy

[Signature] (SEAL)
Richard J. Storrs


[Signature] (SEAL)
Jerry Jackson

EMERALD GREEN LAWN CARE, INC.

By: 
Title: President

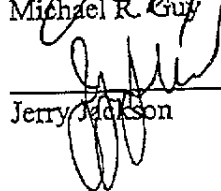
Shareholders:

 (SEAL)
Patrick K. Guy

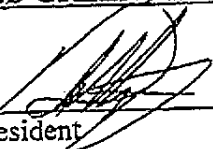
 (SEAL)
Evan McIntosh

 (SEAL)
Ronald Grose

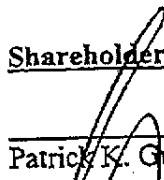
 (SEAL)
Michael R. Guy

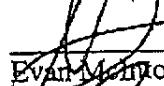
 (SEAL)
Jerry Jackson

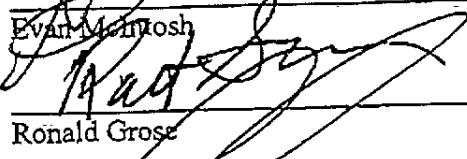
EMERALD GREEN LAWN CARE WEST, INC.

By: 
Title: President

Shareholders:

 (SEAL)
Patrick K. Guy

 (SEAL)
Evan McIntosh

 (SEAL)
Ronald Grose

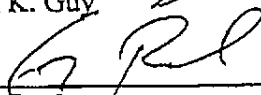
 (SEAL)
Michael R. Guy

INTEGRATED TURF MANAGEMENT, LLC

By: 
Title: Operating Member

Members:

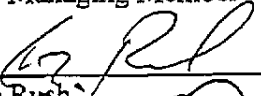
 (SEAL)
Patrick K. Guy

 (SEAL)
George Rush

 (SEAL)
Richard J. Storrs

RUSH TURF MANAGEMENT, LLC

By: 
Title: Managing Member

 (SEAL)
George Rush

 (SEAL)
Richard J. Storrs