

MO7000000750

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

(Business Entity Name)

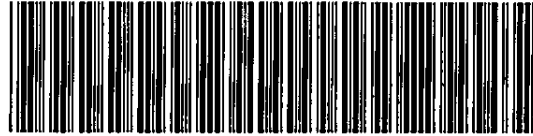
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TALLAHASSEE FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Volunteer Maintenance Company, 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:

Elizabeth de Vega

(Contact Person)

Woolf, McClane, Bright, Allen & Carpenter, PLLC

(Firm/Company)

PO Box 900

(Address)

Knoxville, TN 37901-0900

(City, State and Zip Code)

For further information concerning this matter, please call:

Elizabeth de Vega at (865) 215-1000

(Name of Contact Person)

(Area Code and Daytime Telephone Number)



Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

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

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CERTIFICATE OF MERGER

of

VOLUNTEER MAINTENANCE COMPANY OF FLORIDA, LLC
(a Florida limited liability company)

into

VOLUNTEER MAINTENANCE COMPANY, LLC
(a Tennessee limited liability company)

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Pursuant to the provisions of Fla. Stat. Ann. § 608.4382, the undersigned Sole Member of VOLUNTEER MAINTENANCE COMPANY, LLC, a Tennessee limited liability company (the "Surviving Entity"), and VOLUNTEER MAINTENANCE COMPANY OF FLORIDA, LLC, a Florida limited liability company (the "Merging Entity") hereby certifies in connection with the merger of the Merging Entity with and into the Surviving Entity (the "Merger") as follows:

1. The name, jurisdiction, and date of formation or organization of the Merging Entity and the Surviving Entity are:

- (a) Volunteer Maintenance Company of Florida, LLC **LD5000843409**
(a Florida limited liability company)
April 28, 2005
- (b) Volunteer Maintenance Company, LLC **MD7000000750**
(a Tennessee limited liability company)
January 22, 1998

2. A Plan of Merger has been approved and executed by the Merging Entity in accordance with Fla. Stat. Ann. § 608.4381 and by each other entity which is a party to the Merger in accordance with the applicable laws of the states under which such other entities are organized. A copy of the Plan of Merger is attached as Exhibit A hereto.

3. The name and address of the principal office of the Surviving Entity are:

Volunteer Maintenance Company, LLC
3119 Northwest Park Drive
Knoxville, Tennessee 37921

4. The Surviving Entity has agreed to pay to any of its members with appraisal rights the amount to which such members are entitled under Fla. Stat. Ann. §§ 608.4351 – 608.43595.


5. The Surviving Entity is a Tennessee limited liability company not authorized to do business in Florida. The Surviving Entity hereby appoints the Secretary of State of Florida as the Surviving Entity's agent for service of process in any action, suit, or proceeding for the enforcement of any obligation of the Merging Entity, including the appraisal rights of its members under Fla. Stat. Ann. §§ 608.4351 – 608.43595. Upon receipt by the Secretary of State

of Florida, a copy of such process shall be mailed to Volunteer Maintenance Company, LLC, 3119 Northwest Park Drive, Knoxville, Tennessee 37921.

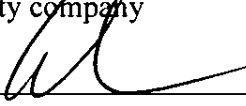
6. The Merger is to be effective upon the filing of this Certificate of Merger with the Department of State of Florida.

Dated this 21st day of January, 2007.

VOLUNTEER MAINTENANCE COMPANY, LLC,
a Tennessee limited liability company

By: 
Gordon Bruner
Sole Member

VOLUNTEER MAINTENANCE COMPANY OF
FLORIDA, LLC,
a Florida limited liability company

By: 
Gordon Bruner
Sole Member

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EXHIBIT A
Plan of Merger
(attached)

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TALLAHASSEE FLORIDA

PLAN OF MERGER

OF

**VOLUNTEER MAINTENANCE COMPANY OF GEORGIA, LLC,
a Georgia limited liability company**

**VOLUNTEER MAINTENANCE COMPANY OF FLORIDA, LLC,
a Florida limited liability company**

**VOLUNTEER MAINTENANCE COMPANY OF SOUTH CAROLINA, LLC,
a South Carolina limited liability company**

AND

**VOLUNTEER MAINTENANCE COMPANY OF NORTH CAROLINA, LLC,
a North Carolina limited liability company**

INTO

**VOLUNTEER MAINTENANCE COMPANY, LLC,
a Tennessee limited liability company**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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This Plan of Merger (the "Plan") is made and entered into this 26th day of January, 2007, by and between VOLUNTEER MAINTENANCE COMPANY OF GEORGIA, LLC, a Georgia limited liability company ("VMC-GA"); VOLUNTEER MAINTENANCE COMPANY OF FLORIDA, LLC, a Florida limited liability company ("VMC-FL"); VOLUNTEER MAINTENANCE COMPANY OF SOUTH CAROLINA, LLC, a South Carolina limited liability company ("VMC-SC"); VOLUNTEER MAINTENANCE COMPANY OF NORTH CAROLINA, LLC, a North Carolina limited liability company ("VMC-NC"); and VOLUNTEER MAINTENANCE COMPANY, LLC, a Tennessee limited liability company ("VMC" or the "Surviving Entity").

WHEREAS, the parties hereto wish to provide for the merger of VMC-GA, VMC-FL, VMC-SC, and VMC-NC, with and into VMC (the "Merger"), after which VMC will be the surviving entity, upon the terms and conditions contained herein;

NOW, THEREFORE, in consideration of the premises and the mutual agreements hereinafter expressed, and subject to the satisfaction or waiver of the conditions hereof, the parties hereto agree as follows:

1. Merger and Effect of Merger.

1.1 The parties to the Merger are VMC-GA, VMC-FL, VMC-SC, VMC-NC, and VMC (collectively, "the Parties").

1.2 At the Effective Date (as defined in Section 3 hereof), VMC-GA, VMC-FL, VMC-SC, and VMC-NC (collectively, the "Merging Parties") shall be merged with and into VMC; and the separate existence of the Merging Parties shall thereupon cease. VMC shall be the Surviving Entity in the Merger and, with all its purposes, objects, rights, privileges, powers, and franchises, shall continue unaffected and unimpaired by the Merger. The street address of VMC's principal place of business is 3119 Northwest Park Drive, Knoxville, Tennessee 37921.

1.3 The Surviving Entity shall succeed to all of the rights, privileges, powers, properties, assets, debts, choses in action, and other interests due or belonging to any and all of the Parties and shall be subject to and responsible for all of the debts, liabilities and duties of any and all of the Parties to the extent required by the laws of Tennessee, Georgia, Florida, South Carolina, and/or North Carolina, as applicable.

1.4 If, at any time after the Effective Date, the Surviving Entity shall consider or be advised that any deeds, bills of sale, assignments, assurances, or any other actions or things are necessary or desirable to vest, perfect, or confirm of record or otherwise in the Surviving Entity its right, title, or interest in, to, or under any of the rights, properties, or assets of any and all of the Parties acquired or to be acquired by the Surviving Entity as a result of, or in connection with, the Merger or to otherwise carry out this Plan, the members of the Surviving Entity shall and will be authorized to execute and deliver, in the name and on behalf of the Parties hereto or otherwise, all such deeds, bills of sale, assignments, and assurances and to take and do, in the name and on behalf of the Parties hereto or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect, or confirm any and all right, title, and interest in, to, and under such rights, properties, or assets in the Surviving Entity or to otherwise carry out this Plan.

1.5 The Operating Agreement of the Surviving Entity as existing and constituted immediately prior to the Effective Date shall be and constitute the Operating Agreement of the Surviving Entity. The name of the Surviving Entity shall not be changed.

2. Conversion of Interests. The manner and basis of converting the membership interests of the members of the Merging Parties into membership interests in VMC shall be as follows:

2.1 The membership interests of the members of the Merging Parties shall be canceled in consideration of the assumption by the Surviving Entity of all of the assets and liabilities of the Merging Parties.

2.2 All of the membership interests of the members of VMC as of the Effective Date shall continue to represent membership interests of the Surviving Entity and shall be unaffected by the Merger.

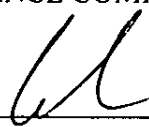
3. Effective Date. As used in this Plan, the "Effective Date" shall be the date on which all Articles of Merger or Certificates of Merger, as the case may be, have been filed with the appropriate state officials.

[Signatures on following page]

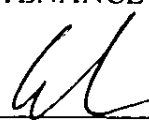
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IN WITNESS WHEREOF, the parties hereto have duly executed this Plan as of the date first above written.

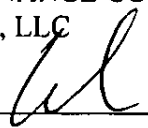
VOLUNTEER MAINTENANCE COMPANY
OF GEORGIA, LLC

By: 
Gordon Bruner
Sole Member

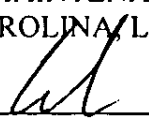
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By: 
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Sole Member


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OF SOUTH CAROLINA, LLC

By: 
Gordon Bruner
Sole Member

VOLUNTEER MAINTENANCE COMPANY
OF NORTH CAROLINA, LLC

By: 
Gordon Bruner
Sole Member

VOLUNTEER MAINTENANCE
COMPANY, LLC

By: 
Gordon Bruner
Sole Member

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