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08 APR - 8 AM 11:32
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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08 APR - 8 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

APR - 9 2008

EXAMINE.



CT

a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

FILED
08 APR -8 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 8, 2008

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 7206975 SO
Customer Reference 1: 12587.0001
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

Schnabel Operations LLC (VA)
Evidence of Amendment
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Christina McNeair
CL Operations Specialist
Christina.McNeair@wolterskluwer.com

April 8, 2008

CT Corp

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Sincerely,

Christina McNeair
CL Operations Specialist
Christina.McNeair@wolterskluwer.com

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: Schnabel South, LLC
2. Jurisdiction of its organization: Virginia
3. Date authorized to do business in Florida: 01/14/2003

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 12/31/2007
5. New name of the limited liability company: Schnabel Operations, LLC
(must end with "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must end with "Limited Liability Company," "L.L.C." or "LLC.")

6. If the amendment changes the period of duration, indicate new period of duration:
Not applicable
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:
Not applicable
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction: Not applicable

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.



Signature of a member or the authorized representative of a member

Susan A. Quiroga, Director of Finance

Typed or printed name of signee

Filing Fee: \$25.00

FILED
08 APR -8 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF
SCHNABEL NORTH, LLC
A VIRGINIA LIMITED LIABILITY COMPANY
WITH AND INTO
SCHNABEL SOUTH, LLC
A VIRGINIA LIMITED LIABILITY COMPANY

The undersigned limited liability companies, pursuant to Title 13.1, Chapter 12, Article 13 of the Code of Virginia of 1950, as amended, hereby execute the following Articles of Merger and set forth:

FIRST: The Plan of Merger is attached hereto as Exhibit A and incorporated herein by this reference. On the effective time and date of these Articles of Merger, Schnabel North, LLC, a Virginia limited liability company, shall merge with and into Schnabel South, LLC, a Virginia limited liability company, with Schnabel South, LLC being the surviving entity.

SECOND: The Plan of Merger was adopted by the sole member of Schnabel North, LLC and by the sole member of Schnabel South, LLC in accordance with Section 13.1-1071 of the Virginia Limited Liability Company Act. Each of Schnabel North, LLC and Schnabel South, LLC is a wholly-owned subsidiary of Schnabel, Inc., a Virginia corporation.

THIRD: The Articles of Merger shall become effective at 11:59 p.m., E.T., on December 31, 2007.

FOURTH: This merger is permitted by the laws of the Commonwealth of Virginia, and each of Schnabel North, LLC and Schnabel South, LLC has complied with those laws in effecting the merger.

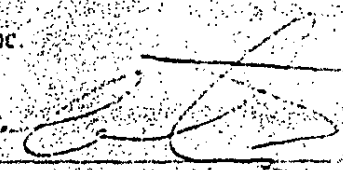
The undersigned declare that the facts herein stated are true as of December 20, 2007.

[Signatures appear on the following page.]

(SIGNATURE PAGE TO ARTICLES OF MERGER)

SCHNABEL NORTH, LLC

By: Schnabel, Inc.
Its: Manager

By: 
Name: Gordon Matheson
Title: President
Gordon Matheson, President

SCHNABEL SOUTH, LLC

By: Schnabel, Inc.
Its: Manager

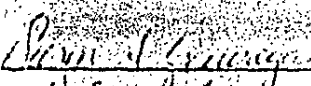
By: 
Name: Susan A. Quiroga
Title: Director of Finance
Susan A. Quiroga, Director of Finance

EXHIBIT A
(Attached)

PLAN OF MERGER

THIS PLAN OF MERGER is made and entered into as of this 20th day of December, 2007, by and between SCHNABEL NORTH, LLC, a Virginia limited liability company, and SCHNABEL SOUTH, LLC, a Virginia limited liability company.

A. Each of Schnabel North, LLC and Schnabel South, LLC is a wholly-owned subsidiary of Schnabel, Inc., a Virginia corporation.

B. Schnabel, Inc., the sole manager and member of Schnabel North, LLC and Schnabel South, LLC, has approved the merger of Schnabel North, LLC with and into Schnabel South, LLC by a statutory merger upon the terms and conditions set forth herein.

NOW, THEREFORE, the parties agree as follows:

1. Merger. At the Effective Time (as defined in Section 2 below), Schnabel North, LLC shall be merged with and into Schnabel South, LLC (the "Merger") in accordance with the provisions of Article 13 of the Virginia Limited Liability Company Act. Schnabel South, LLC shall be and continue in existence as the surviving limited liability company (the "Surviving LLC"), and the separate existence of Schnabel North, LLC shall cease.

2. Effective Time. The effective time and date of the Merger shall be 11:59 p.m., E.D., on December 31, 2007.

3. Effect of Merger on Outstanding Membership Interests. At the Effective Time, the outstanding membership interests of Schnabel North, LLC shall be cancelled. The outstanding membership interests of the Surviving LLC shall remain outstanding after the Merger and shall not be affected in any way by the Merger.


4. Articles of Organization and Operating Agreement. The Amended and Restated Articles of Organization attached hereto as Exhibit 1 shall be the Articles of Organization of the Surviving LLC after the Effective Time (until amended or repealed as provided by applicable law). The Operating Agreement of Schnabel South, LLC in effect at the Effective Time shall continue (until amended or repealed as provided by applicable law) to be the Operating Agreement of the Surviving LLC after the Effective Time.

[Signatures appear on the following page.]

IN WITNESS WHEREOF, Schnabel North, LLC and Schnabel South, LLC have caused this Plan of Merger to be executed as of the day and year first written above.

SCHNABEL NORTH, LLC

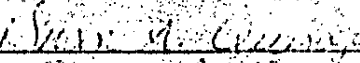
By: Schnabel, Inc.
Its: Manager

By: 
Name: Gordon Matheson
Title: President

Gordon Matheson, President

SCHNABEL SOUTH, LLC

By: Schnabel, Inc.
Its: Manager

By: 
Name: Susan A. Quiroga
Title: Director of Finance

Susan A. Quiroga, Director of Finance

EXHIBIT 1

(Attached)

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
SCHNABEL OPERATIONS, LLC**

Pursuant to Chapter 12 of Title 13.1 of the Code of Virginia, the undersigned states as

follows:

1. The name of the limited liability company is Schnabel Operations, LLC.
2. The address of the current registered office in Virginia is Riverfront Plaza, East Tower, 951 East Byrd Street, City of Richmond, Virginia 23219.
3. The name and address of the current registered agent is Douglas L. Sbertoli, Esq., c/o LeClairRyan, Riverfront Plaza, East Tower, 951 East Byrd Street, City of Richmond, Virginia 23219. The current registered agent is an individual who is a resident of Virginia and a member of the Virginia State Bar.
4. The current address of the principal office where the records will be maintained pursuant to Virginia Code Section 13.1-1028 is 1054 Technology Park Drive, Glen Allen, Virginia 23059.
5. The period of duration of the limited liability company is perpetual.
6. No member of the company or other person shall have authority to act for or bind the company unless the member or person is a manager, or officer appointed by the manager and authorized by the manager to so act or bind the company.

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, DECEMBER 21, 2007

The State Corporation Commission finds the accompanying articles submitted on behalf of

Schnabel Operations, LLC

comply with the requirements of law and confirms payment of all required fees. Therefore, it is
ORDERED that this

CERTIFICATE OF MERGER AND RESTATEMENT

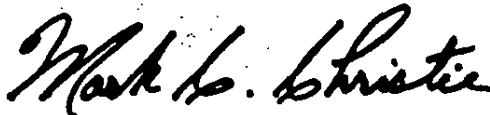
be issued and admitted to record with the articles of merger in the Office of the Clerk of the
Commission, effective December 31, 2007, at 11:59 PM. Each of the following:

Schnabel North, LLC

is merged into Schnabel Operations, LLC (formerly Schnabel South, LLC), which continues to
exist under the laws of VIRGINIA with the name Schnabel Operations, LLC, and the separate
existence of each non-surviving entity ceases.

STATE CORPORATION COMMISSION

By



Commissioner

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the articles of merger filed in the Clerk's Office of the Commission on December 31, 2007 by Schnabel Operations, LLC, a Virginia limited liability company.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
March 27, 2008*

Joel H. Peck

Joel H. Peck, Clerk of the Commission