

108 0000 10243

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

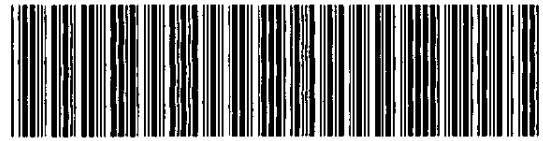
(Business Entity Name)

(Document Number)

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T. CLINE

FEB - 9 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Magellan Christian Academies, Inc.

(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

C. Randolph Coleman

(Contact Person)

The Coleman Law Firm, PLLC

(Firm/Company)

9250 Baymeadows Road, Suite 450

(Address)

Jacksonville, FL 32256

(City, State and Zip Code)

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For further information concerning this matter, please call:

C. Randolph Coleman

(Name of Contact Person)

at (904) 448-1969

(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

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Crimson Palms Educational Services, LLC	Florida	Limited Liability Company
CSA-100727		

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SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Magellan Christian Academies, Inc.	Florida	Not for Profit Corporation
MO8-10243		

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Not Applicable

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:


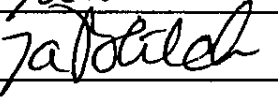
Street address: Not Applicable

Mailing address: Not Applicable

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Crimson Palms Educational Services, LLC		Thomas A. Blicht
Magellan Christian Academies, Inc.		Thomas A. Blicht

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- Corporations: Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)
- General partnerships: Signature of a general partner or authorized person
- Florida Limited Partnerships: Signatures of all general partners
- Non-Florida Limited Partnerships: Signature of a general partner
- Limited Liability Companies: Signature of a member or authorized representative

Fees:

For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

Certified Copy (optional): \$30.00

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Crimson Palms Educational Services, LLC	Florida	Limited Liability Company

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SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Magellan Christian Academies, Inc.	Florida	Not for Profit Corporation

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

Upon the effective date, all assets and liabilities of the merging limited liability company shall be transferred to and assumed by the surviving corporation, and all membership or other ownership interests of the merging LLC shall be deemed to be liquidated and extinguished. On the effective date, the separate existence of the merging LLC shall cease, and the surviving corporation shall be fully vested in the merging LLC's rights, privileges, immunities, powers, and franchises, subject to the restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Florida Statutes, Chapter 617.

(Attach additional sheet 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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

All the membership or other ownership rights of the members of the merging limited liability company shall be deemed to have been liquidated and extinguished upon the effective date.

(Attach additional sheet if necessary)

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

Not Applicable.

(Attach additional sheet if necessary)

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

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(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

If at any time after the effective date the surviving corporation shall determine any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this plan, the appropriate officers of the surviving corporation or merging LLC, as the case may be, shall execute and deliver, on the request of the surviving corporation, any and all such proper documentation, or performs any other acts necessary or proper to otherwise carry out the provisions of this plan.

(Attach additional sheet if necessary)