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DIVISION OF CORPORATIONS  
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EFFECTIVE DATE 12/20/2011

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 SEP 23 PM 4:11

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** PARKWAY LAND, LIMITED PARTNERSHIP  
Name of Surviving Party

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

Please return all correspondence concerning this matter to:

JOHNNY

Contact Person

**EFFECTIVE DATE** 12/20/2011

Firm/Company

4178 APALACHEE PARKWAY

Address

TALLAHASSEE, FL 32311

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JOHNNY

Name of Contact Person

at ( 850 )

671-3000

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

**STREET ADDRESS:**

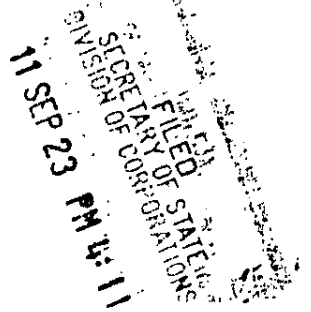
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
11 SEP 23 PM 11

EFFECTIVE DATE 12/20/2011



**Certificate of Merger**  
**For**  
**~~Florida Limited Liability Company~~**  
**FLORIDA PROFIT CORPORATION**

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

s. 607.1109

**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>
<u>PARKWAY LAND, INC.</u>	<u>FL</u>	<u>INC</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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>
<u>PARKWAY LAND, limited partne</u>	<u>AK</u>	<u>limited partnership</u>

**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:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**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 entitled 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: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Mailing address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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:
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

<b><u>Fees:</u></b>	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

<b><u>Certified Copy (optional):</u></b>	\$30.00
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## 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>
PARKWAY LAND, llc	fl	llc

**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>
PARKWAY LAND, limited partne		limited parntership

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

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*(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:

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*(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:

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*(Attach additional sheet if necessary)*

**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:

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*(Attach additional sheet if necessary)*



**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:

Name Jurisdiction Form/Entity Type PARKWAY LAND, INC

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

Name Jurisdiction Form/Entity Type PARKWAY LAND, LIMITED PARTNERSHIP

**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.

**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. Merger shall be as smooth as possible, with conditions below

**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. The percentate ownership of each member in the merging entity shall be the same in the surviving entity.

**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: 12-20-2011, or effective date of surviving entity.

**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: 1830 e parks hwy, Ste A, 113, box 300, Wasilla, ak 99654

**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. Agreed.

**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 and mailing address is 1830 e park hwy, Ste A, 113, box 300, Wasilla, ak 99654

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:  
Typed or Printed

Name of Entity/Organization: Signature(s): Name of Individual:

PARKWAY LAND, INC.  johnny petrandis, ii

PARKWAY LAND, LIMITED PARTNERSHIP  johnny petrandis, ii



**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:

**Name Jurisdiction Form/Entity Type PARKWAY LAND, INC**

**SECOND:** The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:  
Name Jurisdiction Form/Entity Type PARKWAY LAND, LIMITED PARTNERSHIP

**THIRD:** The terms and conditions of the merger are as follows: merger shall take place as efficiently as possible, with new offices located as so stated.

*(Attach additional sheet if necessary)*

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**4 of**

**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: the percentage ownership of all each member shall be the same*

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: where permitted by law, all rights shall be same in surviving entity.

**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows: all laws and rules of jurisdiction of surviving entity shall apply.

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