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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 617-6380

From: Account Name : MATTHEWS JONES & HAWKINS, LLP  
Account Number : I19990000039  
Phone : (850) 837-3662  
Fax Number : (850) 654-1634

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**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: Maribethwe@thelegacycabinetcompany.com

**MERGER OR SHARE EXCHANGE  
A & W INVESTMENT GROUP, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	10
Estimated Charge	\$60.00

*merger*

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** A&W Investment Group, 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:

Charles Agnew

Contact Person

Firm/Company

109 Kelly Road

Address

Niceville, FL 32578

City, State and Zip Code

maribethw@thelegacycabinetcompany.com

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

For further information concerning this matter, please call:

Charles Agnew

at ( 850 ) 729-5901

Name of Contact Person

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

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**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>
Boggy Bayou Real Estate Holdings, LLC	Florida	LLC
A&W Investment Group, Inc.	Florida	Corporation

**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>
A&W Investment Group, Inc.	Florida	corporation

**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.

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

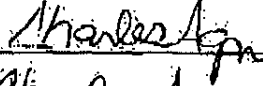
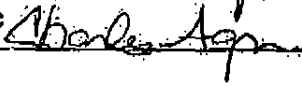
\_\_\_\_\_

\_\_\_\_\_

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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:
A&W Investment Group, Inc.		Charles R. Agnew
Boggy Bayou Real Estate Holdings, LLC		Charles R. Agnew

<b>Corporations:</b>	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
<b>General partnerships:</b>	Signature of a general partner or authorized person
<b>Florida Limited Partnerships:</b>	Signatures of all general partners
<b>Non-Florida Limited Partnerships:</b>	Signature of a general partner
<b>Limited Liability Companies:</b>	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>
Boggy Bayou Real Estate Holdings, LLC	Florida	LLC
A&W Investment Group, Inc.	Florida	Corporation

**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>
A&W Investment Group, Inc.	Florida	Corporation

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

see attached Exhibit A

*(Attach additional sheet if necessary)*

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**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:

see attached Exhibit A

*(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:

see attached Exhibit A

*(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:

N/A

*(Attach additional sheet if necessary)*

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

See attached Exhibit A

*(Attach additional sheet if necessary)*



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**EXHIBIT A TO DIVISION OF CORPORATIONS FILING**

Merger between A&W Investment Group, Inc. (the "Surviving Corp.") and Boggy Bayou Real Estate Holdings, LLC (the "Disappearing Company"). This Merger is being effected under this Plan of Merger ("Plan") between a domestic corporation and other business entity in accordance with §607.1108 et seq. of the Florida Business Corporation Act and §608.438 et seq. of the Florida Limited Liability Company Act (collectively the "Acts").

1. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corp. in effect immediately before the Effecting Date of the Merger shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

On the Effective Date, each membership interest of the Disappearing Company issued and outstanding at that time shall without more be converted into shares of the Surviving Corp. in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of the Surviving Corp.'s stock.

Upon merger the shares of the Surviving Corp. shall be issued to effect the Plan and conversion of Disappearing Company members new ownership interest in Surviving Corp.

2. **Satisfaction of Rights of Disappearing Company's Members.** All shares of Surviving Corp.'s stock into which interest of Disappearing Company's membership interests shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted invests.

3. **Effect of Merger.** On the Effective Date, the separate existence of Disappearing Company shall cease, and Surviving Corp. shall be fully vested in Disappearing Company's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 and §608.4383 of the Acts.

4. **Supplemental Action.** If at any time after the Effective Date Surviving Corp. shall determine that 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 Surviving Corp. or Disappearing Company, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this plan.

5. **Filing with the Florida Secretary of State and Effective Date.** On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Company and Surviving Corp. shall cause their respective President and Managing Member to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger

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shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles.

6. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Companies which is entitled to the benefit thereof by action taken by the Board of Directors or Members of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders and members of the companies by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

7. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors and Members of both companies, notwithstanding favorable action by the shareholders of the respective companies.

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