

5th Floor
P95 000000827
Requester's Name
20 East Main St
Address
Lexington, KY 40507-1380
City/State/Zip Phone #

400003083844--1
-12/29/99-01102-019
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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

P95-827

Director Availability	<input checked="" type="checkbox"/>
Document Examined	<input checked="" type="checkbox"/>
Updated	<input checked="" type="checkbox"/>
Verified	<input checked="" type="checkbox"/>
Acknowledgment	<input checked="" type="checkbox"/>
W. P. Verified	<input checked="" type="checkbox"/>

Examiner's Initials

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January 31, 2000

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TODD S. PAGE
JOHN B. PARK
PALMER G. VANCE II
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(OF COUNSEL)
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WALLACE MUIR (1878 - 1947)
RICHARD C. STOLL (1876 - 1949)
WILLIAM H. TOWNSEND (1890 - 1964)
RODMAN W. KEENON (1882 - 1966)
JAMES PARK (1892 - 1970)
JOHN L. DAVIS (1913 - 1970)
GLADNEY HARVILLE (1921 - 1978)
GAYLE A. MOHNEY (1906 - 1980)
C. WILLIAM SWINFORD (1921 - 1989)

Ms. Tammi Cline
Department of State
Attn: LLC Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: New Thoroughbreds, LLC

Dear Ms. Cline:

Enclosed please find the Articles of Merger which includes the additional provision and change you and Mr. Martin spoke about on January 12, 2000. Other than these changes, the Articles of Merger are as originally submitted.

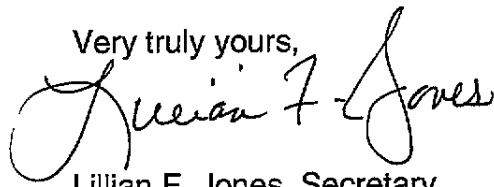
Please also let this serve as a request for our refund of \$150.00 for the Articles of Organization and Articles of Amendment which we did not intend and which were not filed by your office. These documents were sent to you only for informational purposes. It was my understanding from you that I would need to request from your office an Application of Refund in order to be reimbursed for this money. If I am correct, please forward an application to my attention as soon as possible.

I have been advised by Mr. Martin that during your conversation with him your office agreed to back date these Articles of Merger to **January 1, 2000** due to the fact that they were received in your office prior to December 31, 1999.

Department of State
January 31, 2000
Page 2

If you have any questions or if you need additional information, please do not hesitate to contact me at (606) 231-3019.

Very truly yours,

A handwritten signature in cursive script, reading "Lillian F. Jones".

Lillian F. Jones, Secretary
to Donnie E. Martin

Enclosures
C:\Work\DEM\Miller\Dept of State 012000

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FILED
JAN -1 PM 5:00
JAN 31 2000
STATE DEPT



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 5, 2000

LILLIAN F. JONES
STOLL, KEENON & PARK, LLP
201 EAST MAIN STREET, SUITE 1000
LEXINGTON, KY 40507-1380

SUBJECT: NEW THOROUGHBREDS, LLC
Ref. Number: W00000000315

We have received your document for NEW THOROUGHBREDS, LLC and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 600A00000456

FILED
JAN -1 PM 5:09
TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 5, 2000

LILLIAN F. JONES
STOLL, KEENON & PARK, LLP
201 EAST MAIN STREET, SUITE 1000
LEXINGTON, KY 40507-1380

SUBJECT: NEW THOROUGHBREDS, LLC
Ref. Number: W00000000315

We have received your document for NEW THOROUGHBREDS, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective day must be specific and cannot be prior to the date of filing.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 800A00000455

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JAN-11 PM 5:00
2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 5, 2000

LILLIAN F. JONES
STOLL, KEENON & PARK, LLP
201 EAST MAIN STREET, SUITE 1000
LEXINGTON, KY 40507-1380

SUBJECT: NEW THOROUGHBREDS, LLC
Ref. Number: W00000000315

We have received your document for NEW THOROUGHBREDS, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 100A00000454

FILED
JAN - 1 PM 5:09
TALLAHASSEE, FL

ARTICLES OF MERGER

OF

MILLER THOROUGHBREDS, INC.
a Florida corporation

INTO

NEW THOROUGHBREDS, LLC
a Kentucky limited liability company

pg 5-827
JAN 1 11 56 AM
FILED

Pursuant to the provisions of the Kentucky Revised Statutes 275.360 and Florida Statutes 607.1109, the undersigned, as the surviving business entity, hereby delivers these Articles of Merger to the Secretary of State for the Commonwealth of Kentucky and to the Department of State for the State of Florida.

1. MILLER THOROUGHBREDS, INC. a Florida corporation (the "*Merging Entity*"), shall merge into NEW THOROUGHBREDS, LLC, a Kentucky limited liability company (the "*Surviving Entity*"), pursuant to the terms and conditions of the Agreement and Plan of Merger dated December 27, 1999 (the "*Plan*"), in the form attached hereto as **Exhibit "A"**, which has not been abandoned and which was duly authorized and approved in the manner set forth below and in accordance with the applicable laws of the State of Florida and the Commonwealth of Kentucky.

2. Approval was required of all parties to the merger. The Board of Directors of the Merging Entity duly recommended the Plan to its sole shareholder by unanimous written consent on December 27, 1999, followed immediately by the approval of the Plan by the written consent of the sole shareholder on December 27, 1999 in accordance with the applicable provisions of Chapter 607 of the Florida Business Corporation Act. The sole Member of the Surviving Entity approved the Plan by unanimous written consent on December 27, 1999 in accordance with the applicable provisions of Chapter 275 of the Kentucky Business Corporation Act.

3. The name of the Surviving Entity from and after the Effective Date shall be "MILLER THOROUGHBREDS, LLC" as provided in the Articles of Amendment of NEW THOROUGHBREDS, LLC filed simultaneously herewith and Article 2(b) of the Agreement and Plan of Merger dated December 27, 1999, attached hereto as **Exhibit "A"**.

4. The merger of the Merging Entity into the Surviving Entity shall be effective at 12:00 Midnight on January 1, 2000, which date is following the filing and recordation of these Articles of Merger with the Kentucky Secretary of State and with the Florida Department of State, and is herein referred to as the "*Effective Date*".

5. The principal office address of the Surviving Entity is 1959 CARPENTER PIKE, VERSAILLES, KY 40383.

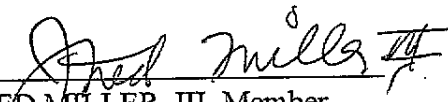
6. The Surviving Entity is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in any proceeding to enforce any obligation or the rights of dissenting shareholders of the Merging Entity.

7. The Surviving Entity has agreed to promptly pay to the dissenting shareholders of the Merging Entity the amount, if any, to which they are entitled under Florida Statutes section 607.1302.

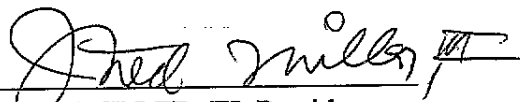
8. The Surviving Entity is not managed by one (1) or more managers. The office address of the sole member of the Surviving Entity is as stated in item 5 herein.

IN WITNESS WHEREOF, the undersigned have duly executed these Articles of Merger as of this 27th day of December, 1999.

NEW THOROUGHBREDS, LLC
a Kentucky limited liability company


J. FRED MILLER, III, Member

MILLER THOROUGHBREDS, INC.
a Florida corporation


J. FRED MILLER, III, President

FILED
JAN - 1 PM 5:00
JAN 11 1999
JAN 11 1999

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into this 27th day of December, 1999, by and between MILLER THOROUGHBREDS, INC., a Florida corporation (the "Merging Entity") and NEW THOROUGHBREDS, LLC, a Kentucky limited liability company (the "Surviving Entity"), and both of which are sometimes hereinafter referred to collectively as the "Constituent Entities".

WITNESSETH:

WHEREAS, the Board of Directors and Member of the Constituent Entities, as applicable, have resolved that the Constituent Entities be merged into a single entity existing under the laws of the Commonwealth of Kentucky and that pursuant to the Kentucky Limited Liability Company Act and the Florida Business Corporation Act, the Surviving Entity shall be the surviving entity in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;

WHEREAS, the Surviving Entity has previously filed Form 8832, Entity Classification Election, and Form 2553, Election by a Small Business Corporation, with the Internal Revenue Service electing to be classified and taxed as an S corporation for federal tax purposes;

WHEREAS, the authorized capital stock of the Merging Entity consists of 1,000 shares of voting common stock, \$1.00 par value, of which 100 shares are issued and outstanding;

NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree as follows:

1. Consents by Shareholder and Member; Filings; Effects of Merger.

(a) Action by Shareholder of Merging Entity. On or before December 27, 1999, the sole shareholder of the Merging Entity shall adopt this Agreement in accordance with the Florida Business Corporation Act.

(b) Action by Member of Surviving Entity. On or before December 27, 1999, the sole member of the Surviving Entity shall adopt this Agreement in accordance with the Kentucky Limited Liability Company Act.

(c) Filing of Articles of Merger; Effective Date. If (i) this Agreement has been adopted by the sole shareholder of the Merging Entity in accordance with the Florida Business Corporation Act, (ii) this Agreement has been adopted by the sole member of the Surviving Entity in accordance with the Kentucky Limited Liability Company Act, and (iii) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed in accordance with the Kentucky Limited Liability Company Act. The Merger shall become effective at 12:00 Midnight on January 1, 2000, which date and time are herein referred to as the "Effective Date".



(d) Certain Effects of Merger. On the Effective Date, the separate existence of the Merging Entity shall cease (except insofar as continued by statute) and it shall be merged with and into the Surviving Entity. The merger will have the legal effect as set forth in K.R.S. 275.365 including, but not limited to, (i) all property, personal, mixed and intangible of the Merging Entity and all its claims, liabilities, actions, debts, contracts and obligations shall be transferred to and vested in the Surviving Entity without further act or deed, and (ii) the Surviving Entity shall be responsible and liable for all liabilities and obligations of the Merging Entity and any claims or judgments against the Merging Entity may be forced against the Surviving Entity. At any time or from time to time, after the Effective Date, the last acting officers of the Merging Entity or the corresponding officers of the Surviving Entity may, in the name of the Merging Entity, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Entity may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Entity title to and possession of all the Merging Entity's property, rights, privileges, powers, and interests and otherwise to carry out the purposes of this Agreement. As a result of the merger, limited liability for the sole shareholder of the Merging Entity and the sole member of the Surviving Entity will be retained, pursuant to the terms of this Agreement, the laws of the State of Florida and the laws of the Commonwealth of Kentucky.

2. Name of Surviving Entity; Articles of Organization; Operating Agreement.

(a) Name of Surviving Entity. The name of the Surviving Entity from and after the Effective Date as provided in the Articles of Amendment of NEW THOROUGHBREDS, LLC shall be "MILLER THOROUGHBREDS, LLC".

(b) Articles of Organization. The Articles of Organization of the Surviving Entity as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Articles of Organization of the Surviving Entity until changed or amended as provided by law except that Article I shall be amended in accordance with Paragraph 2(a) hereof.

(c) Operating Agreement. The Operating Agreement of the Surviving Entity, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the Operating Agreement of the Surviving Entity until amended as provided therein except that the Operating Agreement shall be amended to reflect the name change as provided in Paragraph 2(a) hereof.

3. Status and Conversion of Equity Interests. The manner and basis of converting the shares of the capital stock of the Merging Entity and the nature and amount of interests in the Surviving Entity of which the sole shareholder of the Merging Entity is to receive in exchange for its shares in the Merging Entity are as follows:

(a) Merging Entity Common Stock. Each one (1) share of Merging Entity common stock which shall be issued and outstanding immediately before the Effective Date

shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to exist and any certificates representing such shares shall be canceled.

(b) Interests in Surviving Entity Held by Members. The Interests in the Surviving Entity held by the sole member immediately before the Effective Date shall by virtue of the Merger and at the Effective Date remain in existence and continue to be outstanding.

4. Miscellaneous.

(a) Termination. This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholder of the Merging Entity if the Board of Directors of the Merging Entity or the sole Member of the Surviving Entity duly adopt a resolution abandoning this Agreement of Merger.

(b) Counterparts. For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, the authorized officers of the respective parties have duly executed this Agreement the day and year first above written.

MILLER THOROUGHBREDS, INC.,
a Florida corporation

By: J. Fred Miller III
J. FRED MILLER, III, President

NEW THOROUGHBREDS, LLC,
a Kentucky limited liability company

By: J. Fred Miller III
J. FRED MILLER, III, Member

ARTICLES OF MERGER
Merger Sheet

MERGING:

MILLER THOROUGHBREDS, INC. a Florida entity
,

INTO

NEW THOROUGHBREDS, LLC, entity not qualified in Florida.

File date: January 1, 2000

Corporate Specialist: Tammi Cline