

P960000015918

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

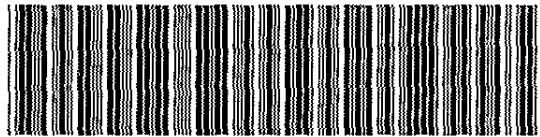
Special Instructions to Filing Officer:

3/12 Merge

P96-15918

Office Use Only

Surv. Non-qual LLC



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04 MAR 12 AM 9:37
FBI - ALBUQUERQUE

UNDERWOOD & ROBERTS, PLLC

ATTORNEYS AT LAW

A PROFESSIONAL LIMITED LIABILITY COMPANY INCLUDING A PROFESSIONAL ASSOCIATION

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Licensed in CA & NV only
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March 8, 2004

Division of Corporations
Florida Department of State
PO Box 6327
Tallahassee, Florida 32314

Re: HART RIVER COMPANY/ HART M & M, LLC
Articles of Merger

Dear Secretary of State:

I am enclosing herewith an original and a copy of the Articles of Merger for the above-named. In addition, a check in the sum of \$60.00 is enclosed for the following fees:

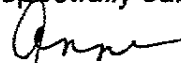
Corporation merger fee	\$ 35.00
LLC merger fee	<u>\$ 25.00</u>
Total	\$ 60.00

Please file the original of the enclosed Articles of Merger and return a certified copy to the undersigned.

D. Anne Underwood
4000 WestChase Blvd., Suite 410
Raleigh, NC 27607

If you should need to contact me you can reach me at 919-664-8803 or email to aunderwood@rlulaw.com.

Respectfully submitted,



D. Anne Underwood

Research Triangle Office
4000 Westchase Blvd., Suite 410
Raleigh, NC 27607
Tel: (919) 664-8803
Fax: (919) 664-8975

Florida Office
5728 Major Blvd. Suite 550
Orlando, FL 32819
Tel: (407) 354-3420
Fax: (407) 354-3840

Southern California/Nevada Office
3230 S. Buffalo, Suite 108
Las Vegas, NV 89117
Tel: (702) 699-7333
Fax: (702) 699-7377

Kentucky Office
175 E. Main St. Suite 200
Lexington, KY 40507
Tel: (800) 686-1615

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. HART RIVER COMPANY 5728 MAJOR BOULEVARD, SUITE 550 ORLANDO, FL 32819	FLORIDA	CORPORATION
Florida Document/Registration Number: P96000015918		FEI Number: 59-9965180
2.		
Florida Document/Registration Number:		FEI Number:
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

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TALLAHASSEE, FLORIDA

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
HART M & M, LLC	NORTH CAROLINA	limited liability company
4000 WESTCHASE BLVD. SUITE 410		
RALEIGH, NC 27607		

Florida Document/Registration Number: N/A FEI Number: APPLIED FOR

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

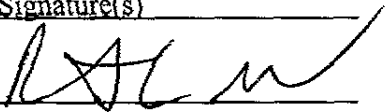
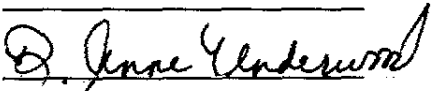
SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

The date the Articles of Merger are filed with Florida Department of State

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

Name of Entity	Signature(s)	Typed or Printed Name of Individual
HART RIVER COMPANY		ROBERT L. UNDERWOOD
HART M & M, LLC		D. ANNE UNDERWOOD

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438 and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
HART RIVER COMPANY	FLORIDA

SECOND: The exact name and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
HART M & M, LLC	NORTH CAROLINA

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

The merger of the Merging Corporation into the Surviving limited liability company will be effected pursuant to the terms and conditions of this plan. Upon the merger becoming effective, the corporate existence of the Merging Corporation will cease, and the existence of the Surviving Limited Liability Company will continue and will be governed by the laws of the State of North Carolina. The time when the merger becomes effective is hereinafter referred to as the "Effective Time".

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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

At the Effective Time, the outstanding shares of the corporation participating in the merger will be converted and exchanged as follows:

1. **Surviving Limited Liability Company.** The outstanding units of the Surviving LLC will not be converted, exchanged, or altered in any manner as a result of the merger and will remain outstanding as membership units of the Surviving LLC.
2. **Merging Corporation.** Each share of the Merging Corporation will, without further action, be converted into and exchanged for membership units of the Surviving limited liability company on a share for unit basis, such that each share of the Merging Entity shall be exchanged for one membership unit of the Surviving Corporation.
3. **Fractional Shares.** No fractional shares will be issued. Any shareholder of the Merging Entity who would otherwise be entitled to receive five-tenths (.5) or more of a share will instead receive an additional whole share; and any shareholder who would otherwise be entitled to less than five-tenths (.5) of a share will not receive any consideration for such fractional interest.
4. **Surrender of Share Certificates.** Each holder of a certificate representing shares to be converted or exchanged in the merger will surrender such certificate and after the Effective Time will be entitled to receive in exchange therefor a certificate representing the number of membership units to which he is entitled under this Plan. Until so surrendered, each outstanding certificate that prior to the Effective Time represents shares of the Merging Corporation will be deemed for all purposes to evidence ownership of the consideration to be issued for such membership units under this Plan.
5. **Share Ownership.** Following this merger, the shares of HART M & M, LLC, a North Carolina limited liability company, the Surviving Entity, shall be owned by the previous owners of HART RIVER COMPANY, a Florida corporation.

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

Not Applicable

FIFTH: If a partnership or limited partnership is surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

Not Applicable

SIXTH: If a limited liability company is the surviving entity, the name(s) and address(es) of the manager(s) managing members are as follows:

D. ANNE UNDERWOOD, MANAGER
4000 WESTCHASE BLVD., SUITE 410
RALEIGH, NC 27607

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

None

EIGHTH: Other provisions, if any, relating to the merger:

None

DATED: March 8, 2004

HART M & M, LLC

By: D. Anne Underwood
D. Anne Underwood, Manager