

# P98000107581

Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

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## MERGER OR SHARE EXCHANGE

ARC LP HOLDINGS, LLC

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$87.50

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DIVISION OF CORPORATIONS

P98-107581

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**CERTIFICATE AND ARTICLES OF MERGER  
OF****ARC PARTNERS, INC.**  
(A Florida Corporation)**INTO****ARC LP HOLDINGS, LLC**

(A Tennessee Limited Liability Company)

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Pursuant to the provisions of Section 48-244-101, *et seq.*, of the Tennessee Limited Liability Company Act (the "Act") and Section 607.1101, *et seq.*, of the Florida Business Corporation Act (together with the Act, the "Acts"), the undersigned hereby submit this Certificate and Articles of Merger and state as follows:

1. The name of the merging corporation is ARC Partners, Inc., a Florida corporation, which was formed under the laws of the State of Florida on December 29, 1998.
2. The name of the surviving limited liability company is ARC LP Holdings, LLC, a Tennessee limited liability company, which was formed under the laws of the State of Tennessee on September 24, 2002.
3. The principal executive office of the surviving limited liability company is 111 Westwood Place, Suite 200, Brentwood, Tennessee 37027.
4. The agreement and plan of merger, attached hereto as Exhibit A, has been approved, adopted, certified, executed and acknowledged by the merging corporation in accordance with the requirements of the Florida Business Corporation Act on September 25, 2002, and by the surviving limited liability company in accordance with the requirements of the Tennessee Limited Liability Company Act on September 25, 2002, and the agreement and plan of merger is on file at 111 Westwood Place, Suite 200, Brentwood, Tennessee 37027, which is a place of business of the surviving limited liability company.
5. This Certificate and Articles of Merger shall be effective upon filing.
6. A copy of the agreement and plan of merger will be furnished by the surviving limited liability company, upon request and without cost, to any member of the surviving limited liability company and to any shareholder of the merging corporation.
7. The surviving limited liability company agrees that it may be served with process in Florida in any action, suit or proceeding for the enforcement of any obligation of the merging corporation, including any suit or proceeding to enforce the rights of dissenting shareholders, as well as for the enforcement of any obligation of the surviving limited liability company arising from the merger. The surviving limited liability company agrees to promptly pay to any dissenting shareholder,

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the amount, if any, they may be entitled to under Section 607.1302 of the Florida Business Corporation Act. The surviving limited liability company irrevocably appoints the Florida Secretary of State as its agent to accept service of process in any such action, suit or proceeding, and the mailing address to which the Florida Secretary of State shall mail a copy of any such process is 111 Westwood Place, Suite 200, Brentwood, Tennessee 37027.

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TALLAHASSEE, FLORIDA


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DATED this 25<sup>th</sup> day of September, 2002.

**ARC LP HOLDINGS, LLC**, a Tennessee  
limited liability company

By:   
Name: George T. Hicks  
Title: Executive Vice President - Finance,  
Chief Financial Officer, Secretary  
and Treasurer

**ARC PARTNERS, INC.**, a Florida  
corporation

By:   
Name: George T. Hicks  
Title: Executive Vice President - Finance,  
Chief Financial Officer, Secretary  
and Treasurer

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### AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is entered into as of September 25, 2002, by and between ARC LP Holdings, LLC, a Tennessee limited liability company ("TN"), and ARC Partners, Inc., a Florida corporation ("FL"), pursuant to Section 48-244-101, *et seq.*, of the Tennessee Limited Liability Company Act (the "Act") and Section 607.1101, *et seq.*, of the Florida Business Corporation Act (together with the Act, the "Acts").

1. Parties to Merger. The parties to be merged in accordance with this Agreement are ARC LP Holdings, LLC, a Tennessee limited liability company, and ARC Partners, Inc., a Florida corporation.
2. Effective Time. As soon as is practicable after the execution of this Agreement, TN shall cause a Certificate and Articles of Merger to be properly executed and filed with the Florida Department of State and with the Secretary of State of the State of Tennessee in accordance with the Acts. The Merger shall become effective immediately upon the filing of the Certificate and Articles of Merger (the "Effective Time").
3. The Merger. At the Effective Time, FL shall be merged with and into TN and the separate existence of FL shall thereupon cease (the "Merger").
4. Surviving Entity; Effects of Merger. TN shall be the surviving entity of the Merger (the "Surviving Entity") and shall continue to be governed by the laws of the State of Tennessee, and the separate existence of TN, with all the rights, privileges, powers and franchises of each of the merging entities, shall continue unaffected by the Merger. The Merger shall have the effects specified in the Act. For federal income tax purposes, the parties intend that this Agreement serve as a "plan of liquidation" within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended (the "Code"), and that the Merger be treated as a complete liquidation of FL within the meaning of Section 332 of the Code.
5. FL Shares. At the Effective Time, each share of FL stock issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger, and without any action on the part of the holder thereof, no longer be outstanding and will automatically be cancelled and retired and will cease to exist, and each holder of FL stock will cease to have any rights with respect thereto.
6. TN Membership Interests. At the Effective Time, all of the units of membership interest of TN issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and remain unaffected by the Merger.
7. Governing Law. TN, as the Surviving Entity, shall be governed by the laws of the State of Tennessee.

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8. Articles of Organization. The Articles of Organization of TN shall be the Articles of Organization of the Surviving Entity from and after the Effective Time of the Merger until amended or restated as therein or by law provided.
9. Operating Agreement. The Operating Agreement of TN as in effect immediately prior to the Effective Time of the Merger shall continue in force and be the Operating Agreement of the Surviving Entity after the Effective Time of the Merger until amended as therein or by law provided.

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IN WITNESS WHEREOF, FL and TN have caused this Agreement and Plan of Merger to be executed as of the date first written above.

**ARC LP HOLDINGS, LLC**, a Tennessee limited liability company

By:   
Name: George T. Hicks  
Title: Executive Vice President - Finance,  
Chief Financial Officer, Secretary and  
Treasurer

**ARC PARTNERS, INC.**, a Florida corporation

By:   
Name: George T. Hicks  
Title: Executive Vice President - Finance,  
Chief Financial Officer, Secretary and  
Treasurer

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ARC PARTNERS, INC., a Florida entity, P98000107581  
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INTO

**ARC LP HOLDINGS, LLC**, a Tennessee entity not qualified in Florida.

File date: September 25, 2002

Corporate Specialist: Tammi Cline