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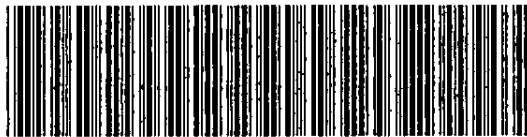
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

LOT-124332

EXAMINER

APR 08 2010

G. MCLEOD

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Carthage Real Estate LLC
Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Catherine H. Lorie

Contact Person

Carthage Real Estate LLC

Firm/Company

133 Sevilla Avenue

Address

Coral Gables, FL 33134

City, State and Zip Code

lorie@apachecap.com

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

For further information concerning this matter, please call:

Catherine H. Lorie

Name of Contact Person

at (305)

285-5588
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

**CERTIFICATE OF MERGER
OF
CARTHAGE REAL ESTATE, LLC
WITH AND INTO
MIDOCEAN HOLDINGS, LLC**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 APR -7 PM 1:53

The following Certificate of Merger is submitted to merge the following Florida limited liability companies in accordance with s. 608.4382 of the Florida Statutes.

FIRST: The exact name, entity type and jurisdiction for each merging party (the "Merging Parties") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
MIDOCEAN HOLDINGS, LLC	Florida	Limited Liability Company
CARTHAGE REAL ESTATE, LLC	Florida	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
MIDOCEAN HOLDINGS, LLC	Florida	Limited Liability Company

THIRD: As a result of this merger, the name of the surviving party shall change to CARTHAGE REAL ESTATE, LLC.

FOURTH: The attached Plan of Merger was approved by the Merging Parties in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

FIFTH: The effective date of the merger shall be the date of filing this certificate with the Florida Department of State.

IN WITNESS WHEREOF, this Certificate of Merger has been executed by the Merging Parties on March 31, 2010.

MIDOCEAN HOLDINGS, LLC

By: Catherine H. Lorie
Name: Catherine H. Lorie
Title: Authorized Representative

CARTHAGE REAL ESTATE, LLC

By: Catherine H. Lorie
Name: Catherine H. Lorie
Title: Authorized Representative

**PLAN OF MERGER
OF
CARTHAGE REAL ESTATE, LLC
WITH AND INTO
MIDOCEAN HOLDINGS, LLC**

This Plan of Merger (the "Plan") is for the purpose of merging Carthage Real Estate, LLC, a Florida Limited Liability Company ("Carthage"), with and into MidOcean Holdings, LLC, a Florida Limited Liability Company ("MidOcean"). Carthage and MidOcean are hereinafter referred to collectively as the "Merging Parties."

1. Carthage shall be merged with and into MidOcean, and MidOcean shall be the "Surviving Entity." As a result of the merger, the Surviving Entity shall change its name to Carthage Real Estate, LLC.

2. The terms and conditions of the merger are as follows:

(a) Pursuant to the merger, each certificate of membership interest of Carthage issued as of the Effective Time (as defined herein), shall, by virtue of the merger and without any action on the part of the Merging Parties, be canceled, retired and cease to exist and no payment shall be made with respect thereto.

(b) The Articles of Organization of MidOcean as in effect at the Effective Time shall, from and after the Effective Time, become and be the Articles of Organization of the Surviving Entity until further amended in accordance with the laws of the State of Florida.

(c) The managers of MidOcean in office at the Effective Time shall, from and after the Effective Time, become and be the managers of the Surviving Entity until their successors are elected in accordance with the Operating Agreement of the Surviving Entity and have been duly qualified.

(d) The officers of MidOcean in office at the Effective Time shall, from and after the Effective Time, become and be the officers of the Surviving Entity, holding the respective offices which they held, immediately prior to the Effective Time, in MidOcean until their respective successors are elected or appointed in accordance with the Operating Agreement of the Surviving Entity and have been duly qualified.

3. The merger shall become effective upon filing this Plan and Agreement of Merger with the Department of State (the "Effective Time").

IN WITNESS WHEREOF, the Merging Parties have caused this Plan of Merger to be signed by their authorized representatives on the 31 day of March of 2010.

CARTHAGE REAL ESTATE, LLC

MIDOCEAN HOLDINGS, LLC

By: Catherine H. Lorie
Name: Catherine H. Lorie
Title: Authorized Representative

By: Catherine H. Lorie
Name: Catherine H. Lorie
Title: Authorized Representative