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FILED
12 DEC -3 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Temkin Investments 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:

Christine P. Mace
Contact Person

Riezman Berger, P.C.
Firm/Company

EFFECTIVE DATE 1/1/2013

7700 Bonhomme Avenue, 7th Floor
Address

St. Louis, Missouri 63105
City, State and Zip Code

painter@riezmanberger.com
E-mail address: (to be used for future annual report notification)

FILED
12 DEC -3 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Christine P. Mace at (314) 727-0101
Name of Contact Person — 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

EFFECTIVE DATE 1 1 2013

FILED
12 DEC -3 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Name	Jurisdiction	Form/Entity Type
Temkin Investments, L.P.	Texas	Limited Partnership

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

Name	Jurisdiction	Form/Entity Type
Temkin Investments LLC	Florida	Limited Liability Co.

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.

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:

January 1, 2013 ______________________________.

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 entitles 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: ______________________________

____

____

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:
Temkin Investments LLC		Blair H. Temkin Children's Partnership, Manager By: Temkin Family Legacy Trust No. 2, General Partner By: Mark J. Temkin, Trustee
Temkin Investments, L.P.		Blair H. Temkin Children's Partnership, General Partner By: Temkin Family Legacy Trust No. 2, General Partner ~~By: Mark J. Temkin, Trustee~~

Corporations:	Chairman, Vice Chairman, President or Officer *(If no directors selected, signature of incorporator.)*
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees:	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

Certified Copy (optional): $30.00

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

Name	Jurisdiction	Form/Entity Type
Temkin Investments, L.P. ("LP")	Texas	Limited Partnership

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

Name	Jurisdiction	Form/Entity Type
Temkin Investments LLC ("LLC")	Florida	Limited Liability Co.

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

Subject to and in accordance with the provisions of this Plan of Merger, LP shall be merged with and into LLC, with LLC being the surviving entity. LLC shall succeed by operation of law, without other transfer, deed or action, to all of the rights privileges, immunities, franchises, title, interests and property, tangible or intangible, of LP, and shall assume all debts, obligations and liabilities of LP as if LLC had itself incurred such debts, obligations and liabilities. Neither the rights of creditors nor any liens upon the property of LP or LLC shall be impaired by this merger.

(Attach additional sheet if necessary)

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:

Immediately prior to this Merger, membership interests in the LLC have been issued to each General Partner and Limited Partner of the LP in a percentage equal to the ownership interest that such party had in the LP. As of the Effective Date of this Merger, and by virtue of same and without any action on the part of any party to this merger, all partnership interests held by each of the General Partners and Limited Partners in the LP shall be cancelled and deemed null and void. Each membership interest in LLC, issued and outstanding prior to the Effective Date of this Merger shall remain issued and outstanding from and after such Effective Date.

(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:

No partner in the LP has any right to acquire additional interests, shares, obligations or other securities in the LP except by payment of additional capital, or transfer of interest from one partner to another. This limited right to acquire additional interests, shares, obligations or other securities will be converted into an identical right with identical conditions for each member of the LLC.

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

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

This Merger shall be effective in the State of Florida upon the later of the filing of the Articles of Merger and January 1, 2013. This Merger may be abandoned prior to the Effective Date by mutual consent of the merging parties.

(Attach additional sheet if necessary)