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2010 SEP 23 PM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DAVID J. JOHNSON, P.C.
ATTORNEY AT LAW

1709 Kirby Parkway
Memphis, Tennessee 38120

September 22, 2010

Telephone (901) 755-5400
Telecopier (901) 755-0707
E-Mail djohnsonfte@bellsouth.net

VIA FEDERAL EXPRESS

Florida Secretary of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: JCT II, L.P.

To Whom It May Concern:

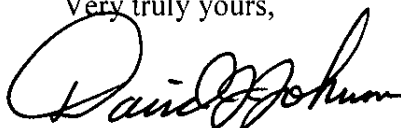
Enclosed you will find the following:

1. Cover Letter to Registration Section Division of Corporations;
2. Our firm's check in the amount of \$166.25 representing the filing fees, certified copy fees and Certificate of Status fee; and
3. Certificate of Merger.

Please return the certified copy of the Certificate of Merger to me in the enclosed self-addressed stamped Federal Express envelope. If you are not able to use my return label please charge my Federal Express account for return deliver to me. My Federal Express Account Number is 2960-3026-0.

If you have any questions you may contact me at 901-755-5400.

Very truly yours,



David J. Johnson

DJJ/crb
enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: JCT II, L.P.

Name of Surviving Party

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

Please return all correspondence concerning this matter to:

James Carmichael

Contact Person

JCT II, L.P.

Firm/Company

2040 WEst Main Street, Suite 210, Box 1693

Address

Rapid City, SD 57702

City, State and Zip Code

SFINVESTOR@MINDSPRING.COM

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

For further information concerning this matter, please call:

James Carmichael

(Name of Contact Person)

at (415) 572-4511

(Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$52.50

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 SEP 23 PM 11:00

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Certificate of Merger
For
Florida Limited Partnership or Limited Liability Limited Partnership

2010 SEP 23 PM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The following Certificate of Merger is submitted in accordance with s. 620.2108, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
JCT II, L.P.	Florida	Limited Partnership
Goodwill Village, LLC	Nevada	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
JCT II, L.P.	Florida	Limited Partnership

THIRD: The date the merger is effective under the governing laws of the surviving party is: Florida.



(NOTE: If survivor is a Florida limited partnership or limited liability limited partnership, effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State. If survivor is not a Florida limited partnership or limited liability limited partnership, effective date shall be as provided in survivor's governing statute.)

FOURTH: The merger was approved by each party as required by its governing law.

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TALLAHASSEE, FLORIDA

SEVENTH: Signature(s) for Each Party:

(Merger must be signed by all general partners of Florida limited partnerships or limited liability limited partnerships and by the authorized representative of each other party)

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Goodwill Village, LLC		James Carmichael, Chief Manager
Housing Preservation, Inc.		James Carmichael, President

Fees: Filing Fees: \$52.50 Per Party
Certified Copy: \$52.50 (Optional)
Certificate of Status: \$8.75 (Optional)

FIFTH: If the surviving party is a foreign organization not qualified to transact business in this state, the street address and mailing address of an office which the Florida Department of State may use for the purposes of s. 620.2109(2), F.S., are as follows:

Street address:

Mailing address:

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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