

Division of Corporations

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Division of Corporations
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merger
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R. WHITE

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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**MERGER OR SHARE EXCHANGE
OMEGA HEALTHCARE INVESTORS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$113.75

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Omega Healthcare Investors, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Laverne K. Calvert, Paralegal

Contact Person

Bryan Cave LLP

Firm/Company

1201 West Peachtree Street, NW, 14th Floor

Address

Atlanta, Georgia 30309-3488

City/State and Zip Code

laverne.calvert@bryancave.com

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

For further information concerning this matter, please call:

Laverne K. Calvert, Paralegal

Name of Contact Person

At (404)

572-4533

Area Code & Daytime Telephone Number

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STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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ARTICLES OF MERGER (Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Omega Healthcare Investors, Inc.</u>	<u>Maryland</u>	<u>F97000001608</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>OHI (Florida), Inc.</u>	<u>Florida</u>	<u>FL #P94000066711</u>
<u>OHI Sunshine, Inc.</u>	<u>Florida</u>	<u>FL #P01000053777</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on February 3, 2014 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on February 3, 2014 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

OHI (FLORIDA), INC.

BY:

Robert O. Stephenson, CFO & Treas.

OHI SUNSHINE, INC.

BY:

Robert O. Stephenson, CFO & Treas.

**OMEGA HEALTHCARE
INVESTORS, INC.**

BY:

Robert O. Stephenson, CFO & Treas.

EXHIBIT A
PLAN OF MERGER

1. The name and jurisdiction of incorporation of each of the corporations proposing to merge are as follows:

	<u>Subsidiary Corporations</u>	<u>State of Incorporation</u>	<u>Date of Incorporation</u>
1.	OMEGA HEALTHCARE INVESTORS, INC., ("Parent Corporation")	Maryland	March 31, 1992
2.	OHI (Florida), Inc. ("OHI (FL)")	Florida	September 12, 1994
3.	OHI Sunshine, Inc. ("OHI Sunshine")	Florida	May 31, 2001
4.	Long Term Care Associates - Illinois, Inc. ("Long Term (IL)")	Illinois	April 3, 2001
5.	Long Term Care Associates - Indiana, Inc. ("Long Term (IN)")	Indiana	April 2, 2001
6.	OHI (Kansas), Inc. ("OHI (KS)")	Kansas	September 12, 1994
7.	Omega (Kansas), Inc. ("Omega (KS)")	Kansas	June, 8 1999
8.	OS Leasing Company, Inc. ("OSL (KY)")	Kentucky	November 15, 1994
9.	Sterling Acquisition Corp. II ("SAC (KY)")	Kentucky	September 15, 1994
10.	Florida Lessor - Crystal Springs, Inc. ("FL (Crystal Springs)")	Maryland	November 7, 2002
11.	Florida Lessor - Emerald, Inc. ("FL (Emerald)")	Maryland	August 30, 2002
12.	Florida Lessor - Lakeland, Inc. ("FL (Lakeland)")	Maryland	September 9, 2002
13.	Indiana Lessor - Jeffersonville, Inc. ("IN (Jeffersonville)")	Maryland	September 12, 2002
14.	Jefferson Clark, Inc. ("Jefferson Clark")	Maryland	August 8, 1997
15.	OHI Asset (SMS) Lender, Inc. ("OHI Asset (SMS)")	Maryland	May 20, 2003
16.	OHI of Texas, Inc. ("OHI Texas")	Maryland	October 27, 1999
17.	Texas Lessor - Treemont, Inc. ("Texas Lessor")	Maryland	December 31, 2002
18.	Long Term Care - Michigan, Inc. ("Long Term MI")	Michigan	August 17, 2001
19.	Long Term Care - North Carolina, Inc. ("Long Term NC")	North Carolina	August 21, 2001
20.	Long Term Care Associates - Texas, Inc. ("Long Term (TX)")	Texas	April 2, 2001

2. Parent Corporation is the owner of all of the issued and outstanding shares of stock of OHI (FL), OHI Sunshine, Long Term (IL), Long Term (IN), OHI (KS), Omega (KS), OSL (KY), SAC (KY), FL (Crystal Springs), FL (Emerald), FL (Lakeland), IN (Jeffersonville), Jefferson Clark, OHI Asset (SMS), OHI Texas, Texas Lessor, Long Term MI, Long Term NC, and Long Term (TX) (collectively, the "Subsidiary Corporations").

3. The name and jurisdiction of organization of each of the limited liability companies proposing to merge are as follows:

	Name of Limited Liability Company	State of Formation	Date of Organization
1.	OHI Acquisition CO I, LLC (" <u>OHI Acquisition</u> ")	Delaware	January 29, 2008
2.	OHI Asset (CT) DIP, LLC (" <u>OHI Asset (CT)</u> ")	Delaware	January 14, 2008
3.	OHI Asset (IN), LLC (" <u>OHI Asset (IN)</u> ")	Delaware	May 20, 2003
4.	OHI Asset (MI/NC), LLC (" <u>OHI Asset (MI/NC)</u> ")	Delaware	May 20, 2003
5.	OHI Asset (OH) New Philadelphia, LLC (" <u>OHI Asset NP</u> ")	Delaware	September 28, 2004
6.	OHI Asset (TX) Paris, LLC (" <u>OHI Asset TX</u> ")	Delaware	October 24, 2007
7.	OHI Asset Essex (OH) (" <u>OHI Asset Essex</u> ")	Delaware	December 12, 2003

4. Parent Corporation is the owner of 100% of the membership interests of each of OHI Acquisition, OHI Asset (CT), OHI Asset (IN), OHI Asset (MI/NC), OHI Asset NP, OHI Asset TX, and OHI Asset Essex (collectively, the "Subsidiary LLCs").

5. The surviving entity following the merger shall be the Parent Corporation, a corporation organized and existing under the laws of the State of Maryland.

6. On the effective date of the merger, each of the Subsidiary Corporations and each of the Subsidiary LLCs (collectively, the "Merging Subsidiaries") shall be merged with and into the Parent Corporation. The separate existence of the Merging Subsidiaries shall cease and the Parent Corporation shall assume all of the obligations of the Merging Subsidiaries.

7. The number of outstanding shares of each Subsidiary Corporation and the designation of such shares:

	Corporation	Shares Authorized	Class/Designation
1.	OHI (Florida), Inc., a Florida corporation	1,000	Common Shares at no par value
2.	OHI Sunshine, Inc., a Florida corporation	1,000	Common Shares at no par value
3.	Long Term Care Associates - Illinois, Inc., an Illinois corporation	1,000	Common Shares at no par value
4.	Long Term Care Associates - Indiana, Inc., an Indiana corporation	1,000	Common Shares at no par value
5.	OHI (Kansas), Inc., a Kansas corporation	1,000	Common Shares at no par value

	Corporation	Shares Authorized	Class Designation
6.	Omega (Kansas), Inc., a Kansas corporation	1,000	Common Shares at \$.001 par value
7.	OS Leasing Company, Inc., a Kentucky corporation	1,000	Common Shares at \$.01 par value
8.	Sterling Acquisition Corp. II, a Kentucky corporation	1,000	Common Shares at \$.01 par value
9.	Florida Lessor – Crystal Springs, Inc., a Maryland corporation	1,000	Common Shares at \$.01 par value
10.	Florida Lessor – Emerald, Inc., a Maryland corporation	1,000	Common Shares at \$.01 par value
11.	Florida Lessor – Lakeland, Inc., a Maryland corporation	1,000	Common Shares at \$.01 par value
12.	Indiana Lessor – Jeffersonville, Inc., a Maryland corporation	1,000	Common Shares at \$.01 par value
13.	Jefferson Clark, Inc., a Maryland corporation	1,000	Common Shares at \$100 par value
14.	OHI Asset (SMS) Lender, Inc., a Maryland corporation	1,000	Common Shares at \$.01 par value
15.	OHI of Texas, Inc., a Maryland corporation	5,000	Common Shares at no par value
16.	Texas Lessor – Treemont, Inc., a Maryland corporation	1,000	Common Shares at no par value
17.	Long Term Care – Michigan, Inc., a Michigan corporation	60,000	Common Shares at no par value
18.	Long Term Care – North Carolina, Inc., a North Carolina corporation	1,000	Common Shares at no par value
19.	Long Term Care Associates – Texas, Inc., an Indiana corporation	1,000	Common Shares at no par value

8. All of the issued and outstanding shares of each of the Subsidiary Corporations are owned by the Parent Corporation; therefore, on the effective date of the merger, all of the issued and outstanding shares of the Subsidiary Corporations shall be cancelled.

9. The Parent Corporation owns 100% of the membership interests in each of the Subsidiary LLCs; therefore, on the effective date of the merger, all membership interests in each of the Subsidiary LLCs shall be cancelled.

10. The Articles of Incorporation, Bylaws, officers and directors of the Parent Corporation immediately prior to the effective date of the merger shall not be changed as a result of the merger.

11. Because the Parent Corporation is the sole shareholder of all the issued and outstanding stock of each of the subsidiaries, no mailing of the Plan of Merger is required.

* * *