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Division of Corporations
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EFFECTIVE DATE

12/30/2011**MERGER OR SHARE EXCHANGE****FLORIDA HEALTH CARE PROPERTIES, LLC****B. KOHR**

DEC 30 2011

EXAMINER

Certificate of Status	0
Certified Copy	1
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EFFECTIVE DATE

12/30/2011

**CERTIFICATE OF MERGER
OF
LV ACQUISITION II LLC
INTO
FLORIDA HEALTH CARE PROPERTIES, LLC**

FILED
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Pursuant to Section 608.4382 of the Florida Statutes, the undersigned limited liability companies do hereby certify the following:

FIRST: That the name and state of organization of each of the constituent entities of the merger is as follows:

<u>Name</u>	<u>State of Organization</u>	<u>Form</u>
LV Acquisition II LLC L11000103273	Florida	Limited Liability Company
Florida Health Care Properties, LLC	Florida	Limited Liability Company

SECOND: That the name of the surviving limited liability company of the merger is Florida Health Care Properties, LLC, a Florida limited liability company.

THIRD: The attached Agreement and Plan of Merger between the parties to the merger has been approved by each domestic limited liability company that is a party to the merger in accordance with the requirements of Sections 608.408 and 608.4382 of the Florida Statutes.

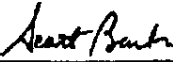
FOURTH: The attached Agreement and Plan of Merger was approved by each business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: That this Certificate of Merger shall be effective on the 30th day of December, 2011 at 11:59 p.m. EST.

(signatures appear on following page)

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of this
29th day of December, 2011.

FLORIDA HEALTH CARE PROPERTIES, LLC

By: 
Name: Scott A. Bartos
Title: President and CEO

LV ACQUISITION II LLC

By: 
Name: Christina Firth
Title: Manager

PLAN OF MERGER

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>
Florida Health Care Properties, LLC	Florida	LLC
LV Acquisition II LLC	Florida	LLC

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>
Florida Health Care Properties, LLC	Florida	LLC

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

LV Acquisition II LLC will merge with and into Florida Health Care Properties, LLC, at which time LV Acquisition II LLC's separate existence will cease and Florida Health Care Properties, LLC, will continue as the surviving entity, in each case subject to such additional terms and conditions as are agreed between the parties.

(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:

The interests in LV Acquisition II LLC will be converted into the membership
interests in the surviving entity.

(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:

The interests in Florida Health Care Properties, LLC will be converted into the
right to receive cash consideration on such terms as are agreed between the
parties.

(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:

Not applicable; there are no rights to acquire the interests, shares, obligation or other securities of either merger entity.

(Attach additional sheet if necessary)

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

The articles of organization of Florida Health Care Properties, LLC as amended by the certificate of merger, shall continue to be the articles of organization of the surviving entity, until thereafter amended in accordance with the Florida Limited Liability Company Act.

(Attach additional sheet if necessary)