

# L050000028930

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H11000175955 3)))



H110001759553ABC1

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**

Division of Corporations  
Fax Number : (850)617-6380

**From:**

Account Name : CORPORATE CREATIONS INTERNATIONAL INC  
Account Number : 110432003053  
Phone : (561)694-8107  
Fax Number : (561)694-1639

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

Email Address: \_\_\_\_\_

## MERGER OR SHARE EXCHANGE JY Presidents 2, LLC

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$50.00

RECEIVED

11 JUL -7 AM 9:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2011 JUL -7 AM 8:32

J. SAULSBERRY  
EXAMINER

JUL 11 2011

**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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
OCP Portfolio, LLC	Florida	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>
JY Presidents 2, LLC	Florida	Limited Liability Company

**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.

LO9000072191

TALLAHASSEE, FLORIDA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2011 JUL -7 AM 8:32

**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:

**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 entitled 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: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

SECRETARY OF STATE  
STATE/MASS/SEC. OF STATE

2011 JUL -7 AM 8:32

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:
OCP Portfolio, LLC	<i>Valerie Hawk-Donohue</i>	Valerie Hawk-Donohue
JY Presidents 2, LLC	<i>Valerie Hawk-Donohue</i>	Valerie Hawk-Donohue

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

<b><u>Fees:</u></b>	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

<b><u>Certified Copy (optional):</u></b>	\$30.00
--	---------

2011 JUL -7 AM 8:32  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

# 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>
OCP Portfolio, LLC	Florida	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>
JY Presidents 2, LLC	Florida	Limited Liability Company

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

OCP II, LLC, a Wyoming limited liability company will own an 80.387% ownership interest in the surviving party.

JCR Holdings, LLC, a Florida limited liability company will own a 19.627% ownership interest in the surviving party.

(Attach additional sheet if necessary)

2011 JUL -7 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**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 membership interests in the merging party  
shall become membership interests in the surviving  
party as set forth in Paragraph THIRD  
above. Each such member shall be given a percentage  
of membership interests in the surviving party  
equivalent to the percentage of membership  
interests it held in the merging 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:

~~XXXX~~

Any individuals or entities holding rights to acquire  
membership interests of the merged party shall  
be granted the same right to acquire the same  
percentage of membership interests in the surviving  
party.

(Attach additional sheet if necessary)

SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

2011 JUL -7 AM 8:32

FILED

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

N/A

*(Attach additional sheet if necessary)*

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

N/A

*(Attach additional sheet if necessary)*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2011 JUL - 7 AM 8:32

FILED