

LD5000030733

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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
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Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
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Phone : (561)694-8107  
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SELLERS

MAY 16 2011

EXAMINER

**\*\*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**  
**MPC 4, LLC**

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

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11 MAY 19 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



May 13, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

MPC 4, LLC  
2257 VISTA PKWY 17  
WEST PALM BEACH, FL 33411

SUBJECT: MPC 4, LLC  
REF: L05000030733

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The plan of merger must contain the manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Leslie Sellers  
Regulatory Specialist II

FAX Aud. #: H11000130489  
Letter Number: 111A00011922

RECEIVED  
11 MAY 13 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

**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>
MPC Treasure Coast	Florida	General Partnership
Developers a Florida		
general partnership		

**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>
MPC 4, 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.

**FILED**  
11 MAY 19 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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:
<u>MPC Treasure Coast</u>	<u></u>	<u>Valerie Hawk-Donohue</u>
<u>Developers, a Florida</u>		<u>Atty-in-fact</u>
<u>general partnership</u>		
<u>MPC 4, LLC</u>	<u></u>	<u>Valerie Hawk-Donohue</u>
		<u>Atty-in-fact</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MPC Treasure Coast	Florida	General Partnership
Developers, a Florida		
general partnership		

**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>
MPC 4, LLC	Florida	Limited Liability Company

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

Steven F. McCarty shall retain a 75% ownership  
interest in the surviving party.

Maria McCarty shall retain a 25% ownership  
interest in the surviving party.

(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 other 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 other securities of the survivor, in whole or in part, into cash or other property is as follows:

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

*(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:

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)*