

Feb. 13. 2012 10:15AM

Division of Corporations

No. 1658

P. 1 of 1
Page 1 of 1

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.

(((H120000381153)))



H120000381153ABCV

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) 617-6383

From:

Account Name : ROGERS, TOWERS, BAILEY, ET AL
Account Number : 076666002273
Phone : (904) 398-3911
Fax Number : (904) 396-0663

LLC DISSOLUTION OR WITHDRAWAL
OB KEYS LLC

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$25.00

RECEIVED
12 FEB 13 AM 11:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
12 FEB 13 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

G. MCLEOD

FEB 14 2012

EXAMINER

**ARTICLES OF DISSOLUTION
OB KEYS LLC**

Pursuant to Section 608.455, Florida Statutes, OB Keys LLC, a Florida limited liability company (the "Company"), submits the following articles of dissolution:

**ARTICLE I
NAME**

The name of the Company is: OB Keys LLC.

**ARTICLE II
DATE OF FILING ARTICLES OF ORGANIZATION**

The Articles of Organization for the Company were filed on September 18, 2008 and assigned document number L08000089072.

**ARTICLE III
ADOPTION OF DISSOLUTION**

The resolution to dissolve the Company was adopted on February 8, 2012, by written consent of the sole member of the Company and executed in accordance with Section 608.441, Florida Statutes.

**ARTICLE IV
EFFECTIVE DATE**

The effective date of the dissolution will be on the date on which these Articles of Dissolution are filed by the Secretary of State of the State of Florida.

**ARTICLE V
DEBTS, OBLIGATIONS AND LIABILITIES**

All debts, obligations and liabilities of the Company have been paid, discharged or otherwise satisfied.

**ARTICLE VI
PROPERTY AND ASSETS**

All the remaining property and assets of the Company have been distributed to the sole member.

**ARTICLE VII
NO SUITS PENDING**

There are no suits pending against the Company in any court.

IN WITNESS WHEREOF, these Articles of Dissolution have been executed on behalf of the Company by IB SPE Management, Inc., a Delaware corporation, as the manager on February 8, 2012.

IB SPE MANAGEMENT, INC.

By: Robert Worley
Name: Robert Worley
Title: Secretary

FILED
12 FEB 13 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PLAN OF COMPLETE LIQUIDATION
OB KEYS LLC**

1. This Plan of Complete Liquidation (this "Plan") is intended to accomplish the complete liquidation of OB Keys LLC, a Florida limited liability company (the "Company"). The sole member of the Company is IBERIABANK (the "Member") that owns all of the issued and outstanding limited liability company membership interests or units of the Company. Pursuant to that certain Second Amended and Restated Operating Agreement of Limited Liability Company, dated February 10, 2010, the sole manager of the Company is IB SPE Management, Inc., a Delaware corporation (the "Manager").

2. This Company shall cease to carry on its business, except in so far as may be necessary for the winding up thereof.

3. This Company has no known creditors or claimants. Accordingly, there being no known creditors or claimants, notice of the fact that this Company has adopted a plan to voluntarily dissolve need not be mailed to creditors of or claimants against this Company.

4. On or before February 8, 2012, the Manager will cause the Company to transfer and convey to the Member the remaining cash and assets of the Company, if any.

5. The Manager shall take all necessary steps to: (a) dissolve this Company; (b) end the existence of the Company as a limited liability company under the laws of the State of Florida by written consent of the Member, as the sole member of the Company, pursuant to Section 608.441, Florida Statutes; and (c) file Articles of Dissolution with the Secretary of State of the State of Florida in accordance with Sections 608.445 and 608.446, Florida Statutes.

6. The Manager is authorized to do and perform such acts, execute and deliver such documents and do all other things as may be reasonably necessary or advisable to accomplish this Plan.

IN WITNESS WHEREOF, IBERIABANK, as the sole member of the Company, has caused this Plan of Complete Liquidation to be executed as of February 8, 2012.

IBERIABANK

By: St. T. Kelley

Name: Steven T. Kelley
Title: Senior Vice President