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11/1/09

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

08 DEC 19 AM 8:25

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DEC 23 2008

EXAMINER

# Mika Meyers Beckett & Jones PLC

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<sup>1</sup>Ohio  
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December 16, 2008

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
08 DEC 19 AM 8:29  
TALLAHASSEE, FLORIDA

Re: O'Connor Family Investment Company, LLC

EFFECTIVE DATE

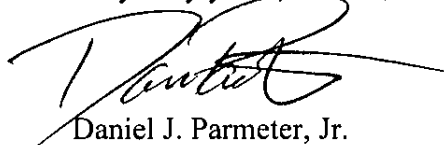
11/1/04

Dear Sir/Madam:

Enclosed for filing is a Certificate of Merger for a Florida Limited Liability Company, along with a copy of an Agreement and Plan of Merger of Limited Liability Companies. I am also enclosing a check in the amount of \$80.00 for the filing fee for each limited liability company and the certified copy fee.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

  
Daniel J. Parmeter, Jr.

Direct Dial/Fax:  
E-Mail:

(616) 632-8020  
[dparmeter@mmbjlaw.com](mailto:dparmeter@mmbjlaw.com)

cmj  
Enclosure

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** O' Connor Family Investment Company, LLC  
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Daniel J. Parmeter Jr.  
(Contact Person)

Mika Meyer Beckett & Jones P.C.  
(Firm/Company)

900 Monroe Avenue NW  
(Address)

Grand Rapids, MS 39503  
(City, State and Zip Code)

**EFFECTIVE DATE** \_\_\_\_\_

FILED  
08 DEC 19 AM 8:25  
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Daniel J. Parmeter Jr. at ( 661 ) 632-8200  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$30.00

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE 1/1/09

FILED  
08 DEC 19 AM 8:25  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF MERGER  
FOR  
FLORIDA LIMITED LIABILITY COMPANY**

The following Certificate of Merger is submitted to merge the following Florida limited liability company and Michigan limited liability company in accordance with s. 608.4382, Florida Statutes.

1. The following is the exact names, entity type and jurisdiction of each merging party:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
O'Connor Family Investment Company, LLC	Florida	Limited Liability Company
O'Connor Family Investment Company, LLC	Michigan	Limited Liability Company

2. The surviving party to the merger is: O'Connor Family Investment Company, LLC, a Florida limited liability company.

3. The attached Agreement and 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.

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

5. The effective date of the merger shall be January 1, 2009.

This certificate has be executed by the parties effective December 12, 2008 *ur*

O'Connor Family Investment Company,  
LLC, a Michigan limited liability company

By: *Laurie Russell*  
Laurie Russell, Manager

O'Connor Family Investment Company,  
LLC, a Florida limited liability company

By: *Laurie Russell*  
Laurie Russell, Manager

## **AGREEMENT AND PLAN OF MERGER OF LIMITED LIABILITY COMPANIES**

The parties to this agreement and plan of merger are **O'Connor Family Investment Company, LLC**, a Michigan limited liability company (the "*Michigan Company*"), and **O'Connor Family Investment Company, LLC**, a Florida limited liability company (the "*Florida Company*").

The parties desire to merge the Michigan Company with and into the Florida Company, with the Florida Company being the surviving company in the merger, pursuant to the Michigan Limited Liability Company Act (the "*Michigan Act*") and the Florida Limited Liability Company Act (the "*Florida Act*").

Now, therefore, in consideration of the provisions set forth below in this agreement, the parties agree as follows:

1. **Plan of Merger.** As of the effective time, the Michigan Company shall merge with and into the Florida Company, pursuant to the terms and conditions set forth in this agreement, the Florida Company shall be the surviving company in the merger, and the separate existence of the Michigan Company shall terminate.

1.1 **Articles of Organization.** The articles of organization of the Florida Company, as in effect immediately before the merger, shall be the articles of organization of the surviving company after the merger.

1.2 **Operating Agreement.** The operating agreement of the Florida Company, as in effect immediately before the merger, shall be the operating agreement of the surviving Florida Company after the merger. By approval of the merger, the members of the Michigan Company agree to be bound by the operating agreement of the Florida Company after the merger.

1.3 **Manager.** The manager of the Florida Company immediately before the merger shall continue as the manager of the surviving company after the merger.

1.4 **Organization of Surviving Company.** The Florida Company shall:

(a) continue in existence with all of its purposes, objects, rights, privileges, powers, certificates, and franchises unimpaired by the merger;

(b) succeed to all of the property, debts and other amounts receivable, contract rights, causes of action, and other assets and interests of the Michigan Company; and

(c) shall be subject to and responsible for all of the debts, duties, obligations, and other liabilities of the Michigan Company.

1.5 **Conversion of Membership Interests in the Michigan Company.** The parties acknowledge and agree that there are the same members, with the same percentages of membership interests (voting and non-voting) and with the same distribution percentages, in the Michigan Company and in the Florida Company. Therefore, as of the effective time of the merger,

each member's membership interest in the Michigan Company shall cease to exist, and the members of the Florida Company shall continue their respective membership interests (voting and non-voting) in the Florida Company in the same relative percentages and with same relative distribution percentages immediately after the merger as existed prior to the merger. In addition, as of the effective time of the merger, the ending capital account of each member in the Michigan Company shall be added to that member's capital account in the Florida company. As of the time immediately before the effective time, the capital accounts of the members of each party shall be adjusted, pursuant to section 1.704-1(b)(2)(iv)(f) of the Treasury Regulations, so that the total balances of the capital accounts for each party is equal to the net fair market value of the party's assets minus liabilities.

2. **Approval of Members.** Each party shall submit the plan of merger to its members for approval as soon as practicable after this agreement has been signed.

3. **Conditions Precedent to Merger.** Each party's obligation to close the merger is subject to the approval of all of the members of each party.

4. **Certificate of Merger.** As soon as practicable, after satisfaction or waiver of all conditions precedent to the merger, the parties shall execute certificates of merger for filing pursuant to the Florida Act and the Michigan Act.

5. **Effective Time.** The effective time shall be 12:01 a.m. Eastern Time on January 1, 2009, or, if later, when the certificates of merger are filed.

This agreement is dated December 12, 2008.

**The Florida Company**

O'Connor Family Investment Company, LLC, a  
Florida limited liability company

By: Laurie Russell  
Laurie Russell, Manager

**The Michigan Company**

O'Connor Family Investment Company, LLC, a  
Michigan limited liability company

By: Laurie Russell  
Laurie Russell, Manager