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EXAMINER



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DIVISION OF CORPORATIONS
2011 SEP 23 PM 3:08
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EFFECTIVE DATE 12/20/2011

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 SEP 23 PM 4:19

933-8000

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Y-12, LIMITED PARTNERSHIP
Name of Surviving Party

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

Please return all correspondence concerning this matter to:

KRISTINA

Contact Person

EFFECTIVE DATE 12/20/2011

Firm/Company

4178 APALACHEE PARKWAY

Address

TALLAHASSEE, FL 32311

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

""

at (850) 671-3000

Name of Contact Person

Area Code and Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

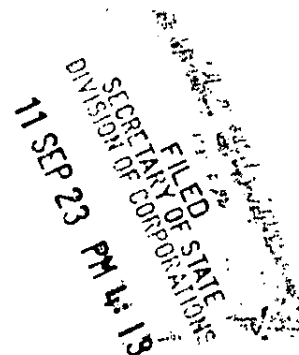
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

11 SEP 23 PM 4:13
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED STATION

EFFECTIVE DATE 12/20/2011



**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>
Y-12, LLC	FL	FLORIDA LLC
<u>L08000115466</u>		

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>
Y-12, LIMITED PARTNERSHIP AK	AK	LIMITED PARTNERSHIP

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.

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:
y-12, llc		
y-12, limited partnership		

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

<u>Fees:</u> 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

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

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>

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

(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:

(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:

(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:

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

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:

Name Jurisdiction Form/Entity Type y-12, llc

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

Name Jurisdiction Form/Entity Type y-12, limited partnership

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.

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. Merger shall be as smooth as possible, with conditions below

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. The percentate ownership of each member in the merging entity shall be the same in the surviving entity.

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: 12-20-2011; or, effective date of surviving entity;

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: 1830 e.parks hwy, Ste A, box 300, Wasilla, ak 99654

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 entitles under ss.608.4351-608.43595, F.S. ^{7th} ^{3rd} ⁶⁰⁸ Agreed.

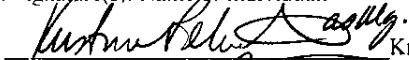
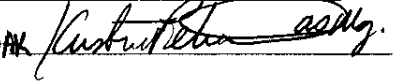
EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

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 and mailing address is 1830 e park hwy, Ste A, 113, box 300, Wasilla, ak 99654

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:
Typed or Printed

Name of Entity/Organization: Signature(s): Name of Individual:

Y-12, llc		Kristina Petrandis
Y-12,	limited partnership 	Kristina Petrandis

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

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:

Name Jurisdiction Form/Entity Type x-12, llc

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:
Name Jurisdiction Form/Entity Type y-12, limited partnership

THIRD: The terms and conditions of the merger are as follows: merger shall take place as efficiently as possible, with new offices located as so stated.

(Attach additional sheet if necessary)

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4 of

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 percentage ownership of all each member shall be the same

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: where permitted by law, all rights shall be same in surviving entity.

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows: all laws and rules of jurisdiction of surviving entity shall apply.

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