

L09000086518

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

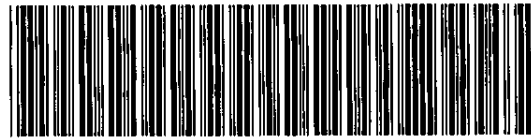
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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09/09/13--01005--025 **175.00

RECEIVED
DEPARTMENT OF STATE
13 SEP -9 PM 2:31

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 SEP -9 PM 2:45

JB

9-16-13

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-23

CONTACT: RICKY SOTO

DATE: 09/09/2013

REF. #: 8886157

CORP. NAME: OAKLAND PARK CENTER, LLC; VFC-4 CORAL SPRINGS LLC; VFC-4 CARRABELLE LLC; VFC PROPERTIES 2 LLC; LOKE PROPERTIES LLC; VFC PROPERTIES MEADOWS LLC; all merging into VFC PROPERTIES 16 LLC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 70006846 FOR \$ 175.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 9, 2013

CORPDIRECT AGENTS, INC.
RICKY SOTO
TALLAHASSEE, FL

SUBJECT: OAKLAND PARK CENTER, LLC
Ref. Number: L09000086518

We have received your document for OAKLAND PARK CENTER, LLC and your check(s) totaling \$175.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Limited Liability Company must be active on our records.

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) 245-6050.

Teresa Brown
Regulatory Specialist II

Letter Number: 813A00021194

PLEASE GIVE ORIGINAL SUBMISSION
DATE TO FILE DATE
9/9/13

PLEASE GIVE ORIGINAL SUBMISSION
DATE TO FILE DATE
9/9/13

RECEIVED
DEPARTMENT OF STATE
13 SEP 12 AM 11:14

**Certificate of Merger
For
Florida Limited Liability Company**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 SEP -9 PM 2:45

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company and Foreign Limited Liability Companies in accordance with Section 608.4382, Florida Statutes.

FIRST: The exact name and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Form/Entity Type
Oakland Park Center, LLC	Florida	Limited Liability Company
VFC Properties 16 LLC	Delaware	Limited Liability Company
VFC-4 Coral Springs LLC	Delaware	Limited Liability Company
VFC-4 Carrabelle LLC	Delaware	Limited Liability Company
VFC Properties 2 LLC	Delaware	Limited Liability Company
Loke Properties LLC	New York	Limited Liability Company
VFC Properties Meadows LLC	Delaware	Limited Liability Company

SECOND: The exact name and jurisdiction of the surviving party are as follows:

Name	Jurisdiction	Form/Entity Type
VFC Properties 16 LLC	Delaware	Limited Liability Company

THIRD: The attached plan of merger was approved by each limited liability company, partnership that is a party to the merger in accordance with the applicable provisions of Chapter 608, 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: The effective date of the merger shall be September 1, 2013.

SIXTH: The principal office address of VFC Properties 16 LLC is as follows:

VFC Properties 16 LLC
6400 Imperial Drive
Waco, TX 76712

SEVENTH: VFC Properties 16 LLC agrees to pay to any members with appraisal rights the amount, to which such members are entitled under Sections 608.4351-608.43595, Florida Statutes.

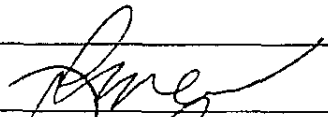
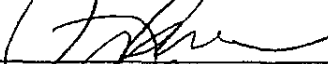
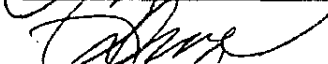

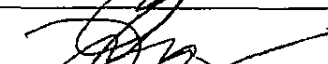
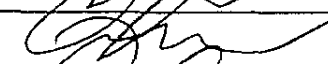

EIGHTH: The Florida Department of State may use the following street and mailing address for the purposes of Section 48.181, Florida Statutes.

Street address:
VFC Properties 16 LLC
6400 Imperial Drive
Waco, TX 76712

Mailing address:
VFC Properties 16 LLC
P.O. Box 8216
Waco, TX 76712

a.) VFC Properties 16 LLC appoints the Florida Secretary of State as its agent for service of process in any proceeding to enforce obligations of Oakland Park Center, including any appraisal rights or its members under Sections 608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization	Signature(s):	Typed or Printed Name of Individual:
Oakland Park Center, LLC		James C. Holmes, Executive Vice President
VFC Properties 16 LLC		James C. Holmes, Executive Vice President
VFC-4 Coral Springs LLC		James C. Holmes, Executive Vice President
VFC-4 Carrabelle LLC		James C. Holmes, Executive Vice President
VFC Properties 2 LLC		James C. Holmes, Executive Vice President
Loke Properties LLC		James C. Holmes, Executive Vice President
VFC Properties Meadows LLC		James C. Holmes, Executive Vice President

AGREEMENT OF MERGER

Now on this 30th day of August, 2013, VFC Properties 16 LLC ("Surviving LLC") and VFC-4 Coral Springs LLC; VFC-4 Carrabelle LLC; VFC Properties Meadows LLC; and VFC Properties 2 LLC, all Delaware limited liability companies, and Oakland Park Center, LLC, a Florida limited liability company and Loke Properties LLC, a New York limited liability company (collectively, the "Merging LLCs"), have entered into the following Agreement of Merger;

WITNESSETH that:

WHEREAS, the respective members of the Merging LLCs and Surviving LLC deem it advisable that the Merging LLCs merge with and into the Surviving LLC as hereinafter specified; and

NOW, THEREFORE, VFC Properties 16 LLC filed its Certificate of Formation in the office of the Secretary of State of the State of Delaware on March 14, 2013; and

WHEREAS, VFC-4 Coral Springs LLC filed its Certificate of Formation in the office of the Secretary of State of the State of Delaware on May 7, 2012; and

WHEREAS, VFC-4 Carrabelle LLC filed its Certificate of Formation in the office of the Secretary of State of the State of Delaware on May 20, 2010; and

WHEREAS, VFC Properties Meadows LLC filed its Certificate of Formation in the office of the Secretary of State of the State of Delaware on February 24, 2011; and

WHEREAS, VFC Properties 2 LLC filed its Certificate of Formation in the office of the Secretary of State of the State of Delaware on October 28, 2009; and

WHEREAS, Oakland Park Center, LLC is a limited liability company organized and existing under the laws of the State of Florida and filed its Articles of Organization in the office of the Department of State of the State of Florida on September 8, 2009; and

WHEREAS, Loke Properties LLC is a limited liability company organized and existing under the laws of the State of New York and filed its Articles of Organization in the office of the Department of State of the State of New York on July 28, 2009.

Merging LLCs and the Surviving LLC, by and between their respective members, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby

prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

FIRST: The Merging LLCs shall be and hereby are merged into VFC Properties 16 LLC, which shall be the surviving limited liability company.

SECOND: The Certificate of Formation of the Surviving LLC as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Formation of the limited liability company surviving this merger.

THIRD: The manner of converting the outstanding membership interests of each of the constituent limited liability companies shall be as follows: As of the Effective Date: (i) each 1.0% membership interest in VFC-4 Coral Springs LLC shall be converted into a 1/7% membership interest in Surviving LLC; (ii) each 1.0% membership interest in VFC-4 Carrabelle LLC shall be converted into a 1/7% membership interest in Surviving LLC; (iii) each 1.0% membership interest in VFC Properties Meadows LLC shall be converted into a 1/7% membership interest in Surviving LLC; (iv) each 1.0% membership interest in VFC Properties 2 LLC shall be converted into a 1/7% membership interest in Surviving LLC; (v) each 1.0% membership interest in Oakland Park Center, LLC shall be converted into a 1/7% membership interest in Surviving LLC; (vi) each 1.0% membership interest in Loke Properties LLC shall be converted into a 1/7% membership interest in Surviving LLC; and (vii) each 1.0% membership interest in Surviving LLC shall be converted into a 1/7% membership interest in Surviving LLC.

FOURTH: This merger shall become effective upon filing with the Secretary of State of Delaware.

FIFTH: The Surviving LLC agrees that it may be served with process in the State of Florida for in any proceeding for enforcement of any obligation of any constituent limited liability corporation of Florida, as well as for enforcement of any obligation of the Surviving LLC arising from this merger, including any suit or other proceeding to enforce the rights of any members as determined in appraisal proceedings. The Secretary of State shall mail any such process to the surviving corporation at 6400 Imperial Drive, Waco, Texas 76712.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to authority duly given by their respective members, have caused this Agreement of Merger to be executed by an authorized officer of each party hereto.

VFC Properties 16 LLC

By: _____
James C. Holmes
Executive Vice President

VFC-4 Coral Springs LLC

By: _____
James C. Holmes
Executive Vice President

VFC-4 Carrabelle LLC

By: _____
James C. Holmes
Executive Vice President

VFC Properties Meadows LLC

By: _____
James C. Holmes
Executive Vice President

VFC Properties 2 LLC

By: _____
James C. Holmes
Executive Vice President

Oakland Park Center, LLC,
a Florida limited liability company

By: _____
James C. Holmes
Executive Vice President

Loke Properties LLC,
a New York limited liability company

By: _____
James C. Holmes
Executive Vice President

I, Lotte D. Bostick, Secretary of VFC Properties 16 LLC, a limited liability company organized and existing under the laws of the State of Delaware (the "Company"), hereby certify, as such Secretary of the Company, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of the Company by an authorized officer of the Company, was duly submitted to the member of said VFC Properties 16 LLC by written consent, signed by the member, for the purpose of considering and taking action upon this Agreement of Merger, that the member was in favor of the Agreement of Merger and that thereby the Agreement of Merger was duly adopted as the act of the member of VFC Properties 16 LLC and the Agreement of Merger was duly adopted by the member.

WITNESS my hand on behalf of VFC Properties 16 LLC on this _____ day of August, 2013.

VFC Properties 16 LLC

By: _____
Lotte D. Bostick, Secretary