

Apr. 14. 2010 6:26PM  
Division of Corporations

No. 0908 P. 13  
Page 1 of 1

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**MERGER OR SHARE EXCHANGE  
OB FLORIDA CRE HOLDINGS, LLC**

Certificate of Status	0
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Estimated Charge	\$100.00

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EXAMINER

### CERTIFICATE OF MERGER

The following Certificate of Merger is being submitted in accordance with Section 608.4382, Florida Statutes.

**Article 1. Merging Entities.** The name, street address of its principal office, jurisdiction, and entity type of the merging entities are:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
OB SW Florida CRE Holdings, LLC 200 West Congress Street Lafayette, Louisiana 70501 Florida Document Number: L10000015010	Florida	Limited Liability Company
FEI Number: 27-2233164		
OB N Florida CRE Holdings, LLC 200 West Congress Street Lafayette, Louisiana 70501 Florida Document Number: L10000015006	Florida	Limited Liability Company
FEI Number: 27-2236621		
OB SE Florida CRE Holdings, LLC 200 West Congress Street Lafayette, Louisiana 70501 Florida Document Number: L10000015009	Florida	Limited Liability Company
FEI Number: 27-2236877		
OB SB Florida CRE Holdings, LLC 200 West Congress Street Lafayette, Louisiana 70501 Florida Document Number: L10000013786	Florida	Limited Liability Company
FEI Number: 27-2237146		

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**Article 2. Surviving Entity.** The name, street address of its principal office, jurisdiction, and entity type for the surviving entity are:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
OB Florida CRE Holdings, LLC 200 West Congress Street Lafayette, Louisiana 70501 Florida Document Number: L10000025037	Florida	Limited Liability Company
FEI Number: 35-2378148		

**Article 3. Plan of Merger.** The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

**Article 4. Authorization.** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement or the articles of organization of

Apr. 14. 2010 6:26PM

No. 0908 P. 15

H10000085752 3

any limited liability company that is a party to the merger.

**Article 5. Effective Date.** The merger shall become effective as of the date upon which this Certificate of Merger is filed with the Secretary of State of the State of Florida (the "Effective Date").

**Article 6. Compliance with Law.** This Certificate of Merger complies with, and was executed in accordance with, the laws of each party's applicable jurisdiction.

\* \* \* \* \*

Apr. 14. 2010 6:26PM

No. 0908 P. 16

H10000085752 3

IN WITNESS WHEREOF, the Merging Entities and the Surviving Entity have caused this Certificate of Merger to be executed as of the 14th day of April, 2010.

OB FLORIDA CRE HOLDINGS, LLC  
OB SW FLORIDA CRE HOLDINGS, LLC  
OB N FLORIDA CRE HOLDINGS, LLC  
OB SE FLORIDA CRE HOLDINGS, LLC  
OB SB FLORIDA CRE HOLDINGS, LLC

By: IB SPE MANAGEMENT, INC.,  
a Delaware corporation, as Manager

By: Elizabeth P. Trotter  
Name: Elizabeth P. Trotter  
Title: Secretary

**PLAN OF MERGER**  
**[OB Florida CRE Holdings]**

This Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 608.438, Florida Statutes, is being submitted in accordance with Section 608.4382, Florida Statutes.

1. OB Florida CRE Merging Entities. The merging entities (the "OB Florida CRE Merging Entities") are the following: (a) OB SW Florida CRE Holdings, LLC, a Florida limited liability company; (b) OB N Florida CRE Holdings, LLC, a Florida limited liability company; (c) OB SE Florida CRE Holdings, LLC, a Florida limited liability company; and (d) OB SB Florida CRE Holdings, LLC, a Florida limited liability company.

2. OB Florida CRE Surviving Entity. The surviving entity is OB Florida CRE Holdings, LLC, a Florida limited liability company (the "OB Florida CRE Surviving Entity").

3. Terms and Conditions of Merger. Upon the Effective Date, the OB Florida CRE Merging Entities shall be merged into the OB Florida CRE Surviving Entity, the separate existence of the OB Florida CRE Merging Entities shall cease, and the OB Florida CRE Surviving Entity shall continue its existence as a Florida limited liability company pursuant to the laws of the State of Florida.

4. Effect of Merger. On the Effective Date, the separate existence of the OB Florida CRE Merging Entities shall cease, and the OB Florida CRE Surviving Entity shall be fully vested in the OB Florida CRE Merging Entities' rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties.

5. Conversion of Interest of OB Florida CRE Merging Entities. The manner and basis of converting the outstanding interest of the OB Florida CRE Merging Entities into membership interests of the OB Florida CRE Surviving Entity are as follows: On the Effective Date, by virtue of the merger and without any action on the part of the parties or otherwise, each issued and outstanding membership interest of the OB Florida CRE Merging Entities shall be cancelled without payment of any consideration and without any conversion.

6. Articles of Organization of OB Florida CRE Surviving Entity. No amendment to the Articles of Organization of the OB Florida CRE Surviving Entity is required on account of the merger.

7. Effective Date. The merger shall become effective as of the date upon which Certificate of Merger is filed with the Secretary of State of the State of Florida (the "Effective Date").

8. Supplemental Action. If at any time after the Effective Date the OB Florida CRE Surviving Entity determines that any further conveyances, agreements, documents, instruments, and assurances, or any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers of the OB Florida CRE Surviving Entity or the OB Florida CRE Merging Entities, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the OB Florida CRE Surviving Entity, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the OB Florida CRE Surviving Entity, or to otherwise carry out the provisions of this Plan of Merger.

Apr. 14. 2010 6:27PM

No. 0908 P. 18

H10000085752 3

IN WITNESS WHEREOF, each of the OB Florida CRE Merging Entities and the OB Florida CRE Surviving Entity has caused this Plan of Merger to be executed as of April 14 2010.

OB FLORIDA CRE HOLDINGS, LLC  
OB SW FLORIDA CRE HOLDINGS, LLC  
OB N FLORIDA CRE HOLDINGS, LLC  
OB SE FLORIDA CRE HOLDINGS, LLC  
OB SB FLORIDA CRE HOLDINGS, LLC

By: IB SPE MANAGEMENT, INC.,  
a Delaware corporation, as Manager

By: Elizabeth P. Trotter  
Name: Elizabeth P. Trotter  
Title: Secretary