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Florida Department of State  
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**L. SELLERS**

**JUL 26 2010**

**EXAMINER**

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

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**MERGER OR SHARE EXCHANGE  
TC 10U, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$58.75

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2010 JUL 23 AM 8:00

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

10 JUL 23 AM 9:23

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*Article* OF MERGER  
between  
TC 10L, LLC.  
with and into  
TC 10U, LLC

The Following Certificate of Merger is submitted to merge the following Florida limited liability companies in accordance with *Fla. Stat.* § 608.4382:

1. TC 10L, LLC, a Florida limited liability company organized under the laws of the State of Florida and TC 10U, LLC, a Florida limited liability company organized under the laws of the State of Florida are merging.
2. TC 10U, LLC, a Florida limited liability company will be the surviving entity.
3. The attached Plan of Merger was approved by TC 10L, LLC and TC 10U, LLC at a meeting held on July 19, 2010 in accordance with the provisions of *Fla. Stat.* §607.4381.
4. The effective date of the merger shall be the date that this certificate of merger is filed with the Florida Department of State, although it is the intent of the companies that the effective such date be May 15, 2010.

[SIGNATURE PAGE TO FOLLOW]

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TC 10L, LLC, a Florida Limited  
Liability Company

By: Pallardy, LLC, a Florida Limited Liability  
Company, its Manager

  
By: Matt Pallardy  
Its: Manager

TC 10U, LLC, a Florida Limited  
Liability Company

By: Pallardy, LLC, a Florida Limited Liability  
Company, its Manager

  
By: Matt Pallardy  
Its: Manager

[SIGNATURE PAGE - ARTICLES OF MERGER - TC 10L, LLC - TC 10U, LLC.]

Facsimile Audit No.: H100001681403

### PLAN OF MERGER

This Plan of Merger sets forth the terms and conditions of the merger of TC 10L, LLC, a Florida limited liability company ("TC 10L" or the "Nonsurviving Company"), with and into TC 10U, LLC, a Florida limited liability company ("TC 10U" or the "Surviving Company").

#### Background Information

We formed TC 10L and TC 10U to purchase tax certificates. The reason for forming two separate entities was driven by the fact that we intended to "leverage" the funds raised in TC 10L by borrowing funds to purchase tax certificates. Due to the fact that we were not able to purchase as many tax certificates on the terms and conditions meeting our standards as we anticipated, we did not deem it to be in the best interest of the members of TC 10L to borrow funds to purchase tax certificates. Neither TC 10L nor TC 10U incurred any indebtedness to purchase tax certificates. We believe it to be in the best interest of both entities to merge the companies into one entity in order to: (a) reduce administrative expenses; (b) increase the county diversification to the investors; and (c) cause the investors in both entities to have the same return on their investment. Accordingly, the manager of each entity has approved the following plan of merger, and is submitting the plan of merger to the members of each entity for their approval.

#### Operative Provisions

1. Merger; Effective Date; and Effect upon Surviving Company. Subject to the terms and conditions set forth in this plan of merger, TC 10L shall be merged with and into TC 10U, effective as of July 19, 2010 and subject to the filing on that date by the parties to such merger of Articles of Merger with the office of the Florida Secretary of State (the "Effective Date"), and TC 10U shall thereafter continue in existence as the Surviving Company to such merger, with all rights, franchises, properties and other interests of each of TC 10L and TC 10U, and all obligations and liabilities thereof, being deemed transferred to, vested in and becoming the interests, obligations and liabilities of, the Surviving Company by virtue of the merger, without the execution, delivery or recording of any deed, bill of sale or other instrument of transfer, assignment or conveyance being required.
2. Conversion of Equity Interests. The manner and basis of converting the units of equity ownership interest of each company into equity interests, obligations or other securities of the Surviving Company, or into money or other property, in whole or in part, shall be as follows:
  - a. Upon the Effective Date of the merger, the separate existence of TC 10L shall terminate, all of the assets and liabilities of TC 10L shall become the assets and liabilities of TC 10U and all outstanding units of equity ownership interest theretofore issued by TC 10L shall be deemed void and of no further legal effect. Each holder of one unit of membership interest of TC 10L immediately prior to the merger shall receive one unit of membership interest of TC 10U as a result of the merger.
  - b. Upon the Effective Date of the merger, each of the outstanding units of equity ownership interest theretofore issued by TC 10U shall retain its fully paid and non-assessable status without the necessity by any holder of any number of such units to surrender or exchange his, her or its certificate(s) evidencing such ownership, and each such holder shall be entitled to precisely the same rights of ownership he, she or it enjoyed immediately prior to the merger.
3. Approval of Members and Manager. This Plan of Merger shall be subject to the approval of the holders of a majority of the units of membership interest of each entity and the Manager

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of each entity; and if so approved the merger provided for in this Plan shall become effective as stated in Section 1. above.

4. Effect of Merger on Nonsurviving Company. Upon the merger taking effect, the separate existence of TC 10L as the Nonsurviving Company shall cease to exist.

5. Articles of Organization and Operating Agreement of the Surviving Company. On the Effective Date of the merger, the Articles of Organization and the Operating Agreement of the Surviving Company shall be the Articles of Organization and the Operating Agreement of TC 10U as they exist immediately before such Effective Date.

6. Surviving Company's Governance. On and after the Effective Date of the merger, the management of the Surviving Company shall be identical to the management of TC 10U as now exists, and Pallardy, LLC, currently the Manager of TC 10U, shall remain the Manager of the Surviving Company, and its business address 609 East Jackson Street, Suite 200, Tampa, Florida 33602, shall be the business office of the Manager of the Surviving Company.

7. Further Assurances. If, at any time after the Effective Date of the merger, the Surviving Company, or any successor or assignee thereof, shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable (i) to vest, perfect, confirm or record in the Surviving Company, or such successor or assignee, title to or possession of any property, right or interest of TC 10L or TC 10U acquired as a result of the merger, or (ii) otherwise to carry out the purposes of this Plan of Merger or other agreement of the parties hereto, the Surviving Company shall cause there to be executed and delivered, in the name of TC 10L or TC 10U, as applicable, all such deeds, assignments and assurances in law and undertake all acts necessary or proper to vest, perfect or confirm title to, and possession of, such property, rights or interests in the Surviving Company and otherwise to carry out the purposes of this Plan of Merger; and each of the members of the Surviving Company is authorized, in the name and on behalf of TC 10L or TC 10U, or otherwise, to take any and all such action.

8. Abandonment of Merger. The Manager of either company has the right to terminate the merger if members holding more than 12.5% of the then outstanding units of both companies exercise their "appraisal rights" which are set forth in *Fla. Stat.* Section 608.4353

9. Counterparts. This Plan of Merger may be executed in any number of counterparts, by means of multiple signature pages each containing less than all required signatures, and by means of facsimile signatures, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

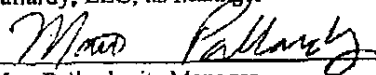
TC 10L and TC 10U have each caused this Plan of Merger to be executed by its respective manager.

Dated: June 18, 2010

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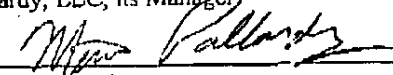
TC 10L, LLC, a Florida Limited  
Liability Company

By: Pallardy, LLC, its Manager

  
By: Matt Pallardy, its Manager

TC 10U, LLC, a Florida Limited Liability  
Company

By: Pallardy, LLC, its Manager

  
By: Matt Pallardy, its Manager

[SIGNATURE PAGE - PLAN OF MERGER - TC 10L, LLC - TC 10U, LLC]