

L10000069082

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

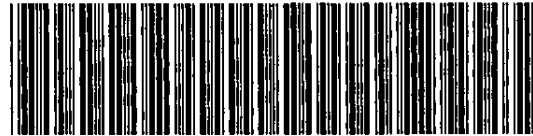
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900235550989

05/31/12--01027--026 \*\*205.00

FILED  
2012 MAY 31 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. BRYAN

JUN -1 2012

EXAMINER

# SPENCER FANE

BRITT & BROWNE LLP

ATTORNEYS & COUNSELORS AT LAW

LORI ANN ARNOLD  
PARALEGAL  
DIRECT DIAL: (816) 292-8243  
larnold@spencerfane.com

FILED  
2012 MAY 31 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
File No. 5016203.18  
May 30, 2012

Division of Corporations  
Florida Secretary of State  
2661 Executive Center Circle  
Tallahassee, FL 32301

VIA FEDERAL EXPRESS

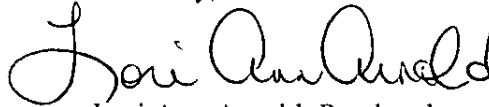
**Re: OCP Holding Co., LLC**

Dear Clerk:

Enclosed please find for filing the Certificate of Merger for Florida Limited Liability Company. I have also enclosed a firm check in the amount of \$205.00 for the filing fee and one certified copy of the document. Please process the enclosed document at your earliest convenience and return the file-stamped documents to me in the enclosed Federal Express, pre-addressed envelope.

If you have any questions or if there are any issues the document, please do not hesitate to call me.

Sincerely,

  
Lori Ann Arnold, Paralegal

LAA/dh  
Enclosures

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

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies 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>
Old Corkscrew Plantation, LLC #L02000011188	Florida	Limited Liability Company
Old Corkscrew Plantation II, LLC #L02000026323	Florida	Limited Liability Company
Old Corkscrew Plantation III, LLC #L02000029808	Florida	Limited Liability Company
Old Corkscrew Plantation IV, LLC #L02000035048	Florida	Limited Liability Company
Old Corkscrew Plantation V, LLC #L05000006529	Florida	Limited Liability Company
Old Corkscrew Plantation VI, LLC #L05000006528	Florida	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
OCP Holding Co., LLC #L10000069082	Florida	Limited Liability Company

**THIRD:** The attached Agreement and Plan of Merger ("Plan of Merger") was approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

**FOURTH:** The effective date of the merger shall be the date on which this Certificate of Merger is filed with the Florida Department of State.

FILED  
2012 MAY 31 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIFTH:** Signatures for Each Party:

OLD CORKSCREW PLANTATION, LLC  
a Florida limited liability company

By: Four West, LLC,  
managing member

By: Scott Westlake  
Scott Westlake, Managing Member

OLD CORKSCREW PLANTATION II, LLC  
a Florida limited liability company

By: Four West, LLC,  
managing member

By: Scott Westlake  
Scott Westlake, Managing Member

OLD CORKSCREW PLANTATION III, LLC  
a Florida limited liability company

By: Four West, LLC,  
managing member

By: Scott Westlake  
Scott Westlake, Managing Member

OLD CORKSCREW PLANTATION IV, LLC  
a Florida limited liability company

By: Four West, LLC,  
managing member

By: Scott Westlake  
Scott Westlake, Managing Member

OLD CORKSCREW PLANTATION V, LLC  
a Florida limited liability company

By: Scott Westlake  
Scott Westlake, Managing Member

OLD CORKSCREW PLANTATION VI, LLC  
a Florida limited liability company

By: Four West, LLC,  
managing member

By: Scott Westlake  
Scott Westlake, Managing Member

OCP HOLDING CO, LLC

By: Four West, LLC,  
a member

By: Scott Westlake  
Scott Westlake, Managing Member

FILED  
2012 MAY 31 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made by and among Old Corkscrew Plantation, LLC, a Florida limited liability company, Old Corkscrew Plantation II, LLC, a Florida limited liability company, Old Corkscrew Plantation III, LLC, a Florida limited liability company, Old Corkscrew Plantation IV, LLC, a Florida limited liability company, Old Corkscrew Plantation V, LLC, a Florida limited liability company, Old Corkscrew Plantation VI, LLC, a Florida limited liability company, and OCP Holding Co., LLC, a Florida limited liability company, in connection with the following facts and objectives:

A. Old Corkscrew Plantation, LLC, Old Corkscrew Plantation II, LLC, Old Corkscrew Plantation III, LLC, Old Corkscrew Plantation IV, LLC, Old Corkscrew Plantation V, LLC and Old Corkscrew Plantation VI, LLC, each organized and existing under the laws of the State of Florida, are merging limited liability companies (the "Merging Companies");

B. OCP Holding Co., LLC, organized and existing under the laws of the State of Florida, is the surviving limited liability company (the "Surviving Company");

C. The Merging Companies filed for bankruptcy protection in the case styled *In re: Old Corkscrew Plantation, LLC, et al., Lead Case No. 9-11-bk-14559*, filed in the United States Bankruptcy Court for the Middle District of Florida (the "Proceeding");

D. The Second Amended Joint Plan of Reorganization (the "Plan") was confirmed pursuant to the Findings of Fact, Conclusions of Law and Order Confirming the Second Amended Joint 11 Plan of Reorganization entered in the Proceeding on April 4, 2012;

E. The Plan provides for the Merging Companies to merge into the Surviving Company; and

F. The Members of each of the Merging Companies and the Surviving Company have approved and ratified the proposed merger by voting in favor of the Plan and have waived any further written notice of the merger.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained and in accordance with Section 608.4382 of the Limited Liability Act of Florida, the parties do hereby agree as follows:

1. The Merging Companies will merge into the Surviving Company.
2. All of the property, rights and privileges of the Merging Companies are hereby assigned, transferred to and become the property of the Surviving Company. If necessary, the managers and/or authorized members of each of the Merging Companies are authorized to execute all deeds, assignments and documents of every nature which may be needed or which may be beneficial in connection with a full and complete transfer of ownership of the assets of the Merging Companies.
3. All valid and enforceable rights of creditors and valid and enforceable liens, debts, liabilities, obligations and duties of the Merging Companies shall thenceforth attach to and be

FILED  
2012 MAY 31 AM 11:42  
TALLAHASSEE  
CLERK OF CIRCUIT COURT

assumed by the Surviving Company and may be enforced against it as they would have been against the applicable Merging Company.

4. The membership interest of each of the members of the Merging Companies in the Merging Companies shall be exchanged for a membership interest in the Surviving Company so that each member of the Merging Companies shall have a membership interest in the Surviving Company, with the membership interest of each such member in the Surviving Company being set forth in the operating agreement of the Surviving Company.

5. Each member's capital account in a Merging Company shall be transferred to and aggregated with the capital accounts of such member in each of the other Merging Companies with such aggregated capital accounts become the capital account of such member in the Surviving Company.

6. The Articles of Organization and the Operating Agreement of the Surviving Company shall remain in full force and effect.

7. The parties agree and acknowledge that for federal income tax purposes this merger shall be treated as a transfer and contribution of the assets of the Merging Companies into the Surviving Company in exchange for Member Interests in the Surviving Company which Member Interests shall then be distributed to the members of each of the Merging Companies in liquidation of the Merging Companies.

FILED  
2012 MAY 31 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties have caused this instrument to be signed in their respective names as of April 30, 2012.

OLD CORKSCREW PLANTATION, LLC  
a Florida limited liability company

By: Four West, LLC,  
managing member

By: Scott Westlake  
Scott Westlake, Managing Member

OLD CORKSCREW PLANTATION II, LLC  
a Florida limited liability company

By: Four West, LLC,  
managing member

By: Scott Westlake  
Scott Westlake, Managing Member

OLD CORKSCREW PLANTATION III, LLC  
a Florida limited liability company

By: Four West, LLC,  
managing member

By: Scott Westlake  
Scott Westlake, Managing Member

OLD CORKSCREW PLANTATION IV, LLC  
a Florida limited liability company

By: Four West, LLC,  
managing member

By: Scott Westlake  
Scott Westlake, Managing Member

OLD CORKSCREW PLANTATION V, LLC  
a Florida limited liability company

By: Scott Westlake  
Scott Westlake, Managing Member

OLD CORKSCREW PLANTATION VI, LLC  
a Florida limited liability company

By: Four West, LLC,  
managing member

By: Scott Westlake  
Scott Westlake, Managing Member

OCP HOLDING CO, LLC

By: Four West, LLC,  
a member

By: Scott Westlake  
Scott Westlake, Managing Member

FILED  
2012 MAY 31 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA