

L13000007202

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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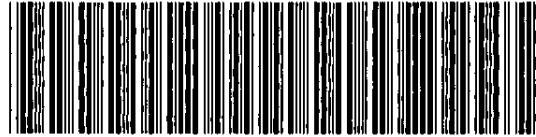
(Business Entity Name)

(Document Number)

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FLORIDA FILING & SEARCH SERVICES, INC.

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155 Office Plaza Dr Ste A Tallahassee FL 32301

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DATE: 1/25/13

NAME: SCM-GP, LLC

TYPE OF FILING: MERGER

COST: ~~25.00~~ 50.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge



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Division of Corporations

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January 28, 2013

FLORIDA FILING & SEARCH SERVICES, INC.
ATTN: ABBIE HODGE
155 OFFICE PLAZA DR., STE. A
TALLAHASSEE, FL 32301

SUBJECT: SCM-GP, LLC
Ref. Number: L13000007202

We have received your document for SCM-GP, LLC. However, the document has not been filed and is being returned for the following:

The articles of merger must contain the exact name, street address of its principal office, jurisdiction, and entity type for each party to the merger.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 013A00002034

ARTICLES OF MERGER

The following articles of merger are being submitted to merge the following Florida Limited Liability Company in accordance with section 608.4382, Florida Statutes.

FIRST: The exact name, address, form/entity type, and jurisdiction for the merging party is as follows:

Name and Address	Jurisdiction	Form/Entity Type
SCM-GP, LLC 500 Cook Road, Suite 350 Deerfield, IL 60015	Illinois	Limited Liability Company

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


Name and Address	Jurisdiction	Form/Entity Type
SCM-GP, LLC 2255 Glades Road, Suite 324A Boca Raton, FL 33431	Florida	Limited Liability Company

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


FOURTH: The merger will become effective as of filing with Florida Department of State.

[Signatures appear on the following page]

SCM-GP, LLC
By: Stonetree Capital Management, LLC
Its: Manager

By: 
Name: Patrick Casey
Its: Member

SCM-GP, LLC
By: Stonetree Capital Management, LLC
Its: Manager

By: 
Name: Patrick Casey
Its: Member

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 608.4381 and is being submitted in accordance with section 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
SCM-GP, LLC	Illinois

SECOND: The exact name and jurisdiction of the surviving party is:

<u>Name</u>	<u>Jurisdiction</u>
SCM-GP, LLC (L13000007202)	Florida

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

The membership interests of SCM-GP, LLC, an Illinois limited liability company ("SCM Illinois"), are extinguished and canceled.

The membership interest in SCM-GP, LLC, a Florida limited liability company ("SCM Florida"), are unchanged. The organizational documents of SCM Florida shall continue to govern the surviving entity.

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 are as follows:

The membership interests of SCM Illinois will not be converted into interests of the surviving entity, cash or other property.

B. The manner and basis of converting rights to acquire interest, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

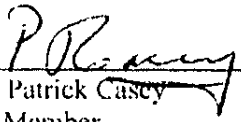
The membership interests in the surviving entity are unchanged and shall represent the sole ownership interests in the surviving entity.

[Signatures appear on the following page]

SCM-GP, LLC

By: Stonetree Capital Management, LLC

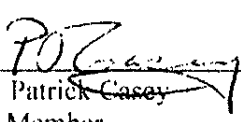
Its: Manager

By: 
Name: Patrick Casey
Its: Member

SCM-GP, LLC

By: Stonetree Capital Management, LLC

Its: Manager

By: 
Name: Patrick Casey
Its: Member