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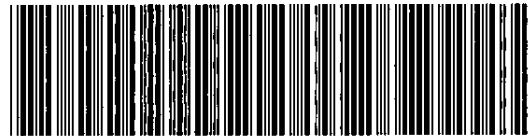
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BOSTICK

AUG 12 2011

EXAMINER _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Wamaca Investment Partners, LLC
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Steven T. Welch

Contact Person

Sanders Welch LLC

Firm/Company

3060 Mercer University DR, STE 200

Address

Atlanta GA 30341

City, State and Zip Code

steve@sanderswelch.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jeff Meek

Name of Contact Person

at (404)

325-3200
Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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STATE OF FLORIDA CERTIFICATE OF MERGER

WAMACA INVESTMENT PARTNERS, LLC

**MERGER OF TWO (2) WYOMING CLOSE LIMITED LIABILITY COMPANIES WITH AND INTO
A FLORIDA LIMITED LIABILITY COMPANY PURSUANT TO FLA. STAT. § 608.438 ET. SEQ.**

Pursuant to the Florida Limited Liability Company Act, Fla. Stat. § 608.401 *et seq.* (the "Act") and the Wyoming Limited Liability Company Act, W.S. §§ 17-29-101 *et seq.* (the "Wyoming Act"), the undersigned desires to merge two (2) Wyoming close limited liability companies (the "Wyoming Entities") with and into a Florida limited liability company (the "Surviving Entity") by complying with the provisions of § 17-29-1001 *et seq.* of the Wyoming Act and by delivering to the Secretary of State of the State of Florida this Certificate of Merger in accordance with the provisions of § 608.4382 of the Act.

Article One: Plan of Merger

The Plan of Merger of Wamaca Investment Partners, LLC. (the "Plan of Merger") is attached hereto as Exhibit "A" and incorporated herein by this reference.

Article Two: Effective Date of Merger

The effective date of the merger shall be August 5, 2011.

Article Three: Plan of Merger Approved by Surviving Entity

In accordance with § 608.4382(1)(b) of the Act, the undersigned hereby states that the members of the Surviving Entity have authorized and approved the Plan of Merger, effective as of June 10, 2011 by unanimous written consent in conformity with § 608.4381(1) of the Act.

Article Four: Plan of Merger Approved by Non-Surviving Entities

In accordance with § 608.4382(1)(e) of the Act, the undersigned hereby states that the members of the Wyoming Entities have authorized and approved the Plan of Merger, effective as of June 10, 2011 by unanimous written consent in conformity with § 17-29-1011(f) of the Wyoming Act.

Certification:

Pursuant to the requirements of § 608.408 of the Act, this instrument is executed by the Attorney-in-Fact of the Managing Member of the Company who hereby declares that to the best of his knowledge and belief, the facts stated herein are true.

IN WITNESS WHEREOF the undersigned executes these Articles of Merger on this day, August 4, 2011.



Steven T. Welch, Assistant Secretary

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TALLAHASSEE, FLORIDA

**THE PLAN OF MERGER OF
WAMACA INVESTMENT PARTNERS, LLC
•SUBJECT TO APPROVAL•**

WHEREAS, WAMACA, L.C. (the "Company") was duly formed as a Florida limited liability company on May 10, 1996, by its Organizers causing to be filed with the Secretary of State of the State of Florida Articles of Organization (the "Articles") in conformity with the provisions of the Florida Limited Liability Company Act, Fla. Stat. § 608.401 *et seq.* (the "Florida Act"), or its predecessor;

WHEREAS, the Articles were amended and restated on or about May 15, 2006;

WHEREAS, WAMACA INVESTMENT PARTNERS, LLC, ("WIP") and WAMACA FAMILY REAL ESTATE MANAGEMENT COMPANY, LLC ("WMC") (WIP AND WMC collectively the "Wyoming Entities") (the Wyoming Entities and the Company collectively the "Merging Entities") were organized as Wyoming close limited liability companies on April 12, 2006 by their Organizers causing to be filed with the Secretary of State of the State of Wyoming Articles of Organization in conformity with the provisions of the Wyoming Limited Liability Company Act, W.S. §§ 17-29-101 *et seq.* (the "Wyoming Act"), or its predecessor, and the Wyoming Close Limited Liability Company Supplement, W.S. §§ 17-25-101 *et seq.*;

WHEREAS, WMC is the sole member of the Company;

WHEREAS, the Wyoming Entities share common members (the "Members") who hold identical membership interests in each of the Wyoming Entities;

WHEREAS, § 608.438 of the Florida Act permits the Company to merge with one or more foreign limited liability companies pursuant to a plan of merger;

WHEREAS, § 17-29-1002 of the Wyoming Act permits the Wyoming Entities to merge with one or more foreign limited liability companies pursuant to a plan of merger; and

FURTHER, that the Managers of the Merging Entities (the "Managers") have found that merging the Wyoming Entities with and into the Company as stated hereunder in this Plan of Merger (the "Plan"), would further the business and tax planning purposes of the Members and facilitate ease of administration of the assets of the Merging Entities;

NOW THEREFORE, the terms and conditions of the Merger are as follows:

**Article I:
Merger**

Under the provisions of § 17-29-1001 *et seq.* of the Wyoming Act, and § 608.438 *et seq.* of the Florida Act, the Merging Entities shall merge into a single Florida limited liability company (the "Merger").

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**Article II:
Names and Jurisdictions of Merging Entities**

The Merging Entities are named, organized and identified as follows:

<u>Entity</u>	<u>Jurisdiction</u>	<u>State ID#</u>
Wamaca, L.C.	Florida	L96000000521
Wamaca Investment Partners, LLC	Wyoming	2006-000511465
Wamaca Family Real Estate Management Company, LLC	Wyoming	2006-000511464

**Article III:
The Surviving Entity**

The surviving entity shall be the Company, and the name of the Company as the surviving entity shall be:

Wamaca Investment Partners, LLC
a Florida Limited Liability Company ✓

**Article IV:
Effective Date of Merger**

The effective date of the merger shall be the date specified on the Florida Certificate of Merger and the Wyoming Articles of Merger (the "Filings") as prepared and filed with the respective Secretary of State's office pursuant to the terms of the Florida Act and Wyoming Act.

**Article V:
Conversion of Equity Ownership**

As ownership of the Wyoming Entities is vested in common members, and WMC is the sole member of the Company, the ownership structure of the Company as the surviving entity shall be identical to the ownership of the Wyoming Entities prior to the Merger.

**Article VI:
Adoption of Governing Documents**

Approval of this Plan by the Members will be deemed to be acceptance of and consent to the Articles and the operating agreement of the Company (the "Governing Documents") by the Members.

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**Article VII:
Approval of Plan of Merger**

Under the provisions of the Governing Documents, and pursuant to the provisions of § 17-29-1003(a) of the Wyoming Act and § 608.4381 of the Florida Act, this Plan may only be adopted and approved by the unanimous written consent of the members of the Merging Entities.

**Article VIII:
Abandonment of Plan of Merger**

After the members have authorized the Merger as required pursuant to Article VII: hereinabove and at any time before the Merger has become effective, the Merger may only be abandoned, subject to any contractual rights, by the unanimous written consent of the members.

**Article IX:
Perfecting Title to Real Estate**

A Certified Copy of the Filings shall be recorded in any jurisdiction in which a Merging Entity currently holds title to real estate in order to give notice of the Merger and perfect title to such real estate in the name of the Company as the surviving entity.

**Article X:
Other Actions**

The Officers and Managers of the Merging Entities shall undertake the Merger as provided herein, and such Merger is contemplated to have the effects provided by the laws of the State of Florida and the State of Wyoming. Therefore the Manager and Officers of the Merging Entities are hereby authorized and directed to undertake any or all actions as may be deemed necessary by counsel for the Merging Entities to fulfill the provisions of this Plan or the requirements of the Florida Act and the Wyoming Act.

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