

4/2/2014 14:56:11 From: To: 8506176380

( 1/10 )

Division of Corporations

Page 1 of 1

**Florida Department of State**  
**Division of Corporations**  
**Electronic Filing Cover Sheet**

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To: Division of Corporations  
Fax Number : (850) 617-6380

**\*RE-SUBMIT\***

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Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

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Email Address: \_\_\_\_\_

**MERGER OR SHARE EXCHANGE**  
**CRC Holdings, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	09 10
Estimated Charge	\$68.75

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14 APR -2 PM 3:53

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14 MAR 31 PM 4:01  
TALLAHASSEE, FLORIDA

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4/3/14 PC 3/31/2014

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April 1, 2014

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CRC HOLDINGS, INC.  
825 BERKSHIRE BLVD  
SUITE 200  
WYOMISSING, PA 19610US

SUBJECT: CRC HOLDINGS, INC.  
REF: M62142

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

THE NEW FLORIDA STATUTE FOR LLC FILINGS IS 605. PLEASE REMOVE ANY REFERENCE TO F.S. 608 AND REPLACE IT WITH F.S. 605.

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.

Darlene Connell  
Regulatory Specialist II

FAX Aud. #: H14000076523  
Letter Number: 814A00006940

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14 APR -2 PM 3:53  
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TALLAHASSEE, FLORIDA

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date of submission 3/31

P.O BOX 6327 - Tallahassee, Florida 32314

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** CRC Holdings, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

**Kimberly A. Lloyd, Paralegal**

Contact Person

**Ballard Spahr LLP**

Firm/Company

**1735 Market Street, 51st Floor**

Address

**Philadelphia, PA 19103**

City, State and Zip Code

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

For further information concerning this matter, please call:

Name of Contact Person

at ( )

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

Articles of Merger  
For  
Florida Profit or Non-Profit Corporation  
Into  
Other Business Entity

FILED  
14 MAR 31 PM 4:01  
STATE OF FLORIDA  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, 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>
Southern Louisiana Gaming Ventures, LLC	Louisiana	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
CRC Holdings, Inc.	Florida	Corporation

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to no more than 90 days after the date this document is filed by the Florida Department of State:

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**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

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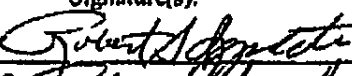
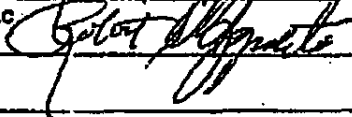
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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH: Signature(s) for Each Party:**

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
CRC HOLDINGS, INC.		Robert S. Ippolito, Secretary and Treasurer
Southern Louisiana Gaming Ventures, LLC By: CRC Holdings, Inc., its sole member		Robert S. Ippolito, Secretary and Treasurer

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

### PLAN OF MERGER

**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>
Southern Louisiana Gaming Ventures, LLC	Louisiana	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
CRC Holdings, Inc.	Florida	Corporation

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

CRC Holdings, Inc., the entity surviving the merger and the sole member of the merging entity,  
has approved the merger of Southern Louisiana Gaming Ventures, LLC.

*(Attach additional sheet if necessary)*

**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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

Each outstanding interest of Southern Louisiana Gaming Ventures, LLC held by the sole

member shall be cancelled.

*(Attach additional sheet if necessary)*

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

N/A

*(Attach additional sheet if necessary)*



**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

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*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

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*(Attach additional sheet if necessary)*

**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

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*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

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*(Attach additional sheet if necessary)*