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T. HAMPTON

APR 10 2009

EXAMINER

JOHN MOXLEY, P. A.
ATTORNEY AT LAW
2320 NORTHEAST 2ND STREET, SUITE 4
OCALA, FLORIDA 34470

TELEPHONE (352) 732-8085
FAX (352) 732-1686

April 9, 2009

Via Federal Express

Tammy Hampton, Regulatory Specialist II
Registration/Qualification Section
Division of Corporations
Clifton Building
2667 Executive Center Circle
Tallahassee FL 32301

Re: The Ocala Youth Symphony, LLC
Ref. Number: L07000110722

Dear Tammy Hampton:


Enclosed please find one (1) fully executed Certificate of Merger and Plan of Merger and a copy for certification for the above referenced company. Also enclosed is our firm's check in the sum of \$80.00 as payment for the various fees calculated below:

- | | |
|---|---------|
| 1. Filing Fee | \$50.00 |
| 2. Certified copy of Certificate and Plan of Merger | \$30.00 |

Providing everything is in order, please certify and return one set of the Certificate and Plan of Merger to our office.

Thanks for your service and if there is anything further that you require, please advise.

Sincerely yours,


John Moxley
JM/cln
Enclosures

**CERTIFICATE OF MERGER OF
THE OCALA YOUTH SYMPHONY, LLC**

We, the undersigned members and/or agents of The Ocala Youth Symphony, LLC and Ocala Youth Symphony, Inc. submit this Certificate of Merger and state:

1. The Plan of Merger is set forth in Exhibit A "Plan of Merger" attached hereto.
2. The Plan of Merger was approved by The Ocala Youth Symphony, LLC in accordance with F.S. Chap. 608.
3. The Plan of Merger was approved by Ocala Youth Symphony, Inc., the surviving business entity, pursuant to F.S. Chap. 607 and Chap. 608.
4. The effective date of the merger shall be the date of the filing thereof with the Florida Department of State.

Executed this 6th day of April, 2009 by Ocala Youth Symphony, Inc., the surviving business entity as follows:

OCALA YOUTH SYMPHONY, INC.

By: *Cynthia Robertson*
CYNTHIA ROBERTSON, President

Attest:

Janet Robertson, Secretary
JANET ROBERTSON, Secretary

Executed this 6th day of April, 2009 by the merging entity, The Ocala Youth Symphony, LLC, by its sole Member/Managers as follows.

THE OCALA YOUTH SYMPHONY, LLC

By: *Cynthia Robertson*
CYNTHIA ROBERTSON
Member/Manager

By: *Kenneth L. Blanchard*
KENNETH L. BLANCHARD
Member/Manager

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PLAN OF MERGER
of
THE OCALA YOUTH SYMPHONY, LLC

The undersigned, as sole members of The Ocala Youth Symphony, LLC, a Florida limited liability company, pursuant to F.S. §608.438, et seq. adopt the following Plan of Merger and state:

I.

A. The name of the limited liability company is The Ocala Youth Symphony, LLC and the merging business entity is: Ocala Youth Symphony, Inc., a not-for-profit corporation organized and incorporated under the laws of the State of Florida.

B. The surviving entity shall be: Ocala Youth Symphony, Inc. (a Florida not-for-profit corporation).

II.

The terms and conditions of the merger are:

- A. The Member/Managers of The Ocala Youth Symphony, LLC shall submit the Plan of Merger for approval by all its Member/Managers.
- B. The Ocala Youth Symphony, Inc., surviving entity, shall submit the Plan of Merger to its Members for approval.
- C. The Members' interests in The Ocala Youth Symphony, LLC shall be transferred and surrendered to the Ocala Youth Symphony, Inc. and the undersigned Members further release any such membership rights to the merged surviving business entity without payment of any such rights so surrendered in as much as The Ocala Youth Symphony, LLC is a not for

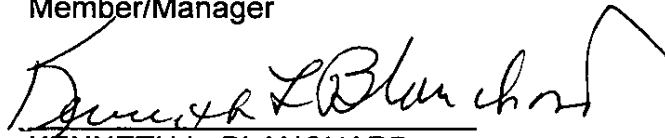
profit limited liability company and the surviving business entity is a not for profit corporation.

- D. The undersigned sole members of the merging limited liability company hereby waive any and all appraisal rights which the members have or may claim to have pursuant to F.S. §608.4351 - §608.5495.
- E. The surviving business entity shall acquire all the assets of the merging entity.
- F. The surviving entity shall not issue shares of stock to its Members (but may issue certificates in any form evidencing membership in Ocala Youth Symphony, Inc. pursuant to F.S. §617.0505(2).
- G. The surviving entity shall apply for and thereafter maintain a status as a 501(c)(3) organization under the Internal Revenue Code.
- H. The Member/Managers of The Ocala Youth Symphony, LLC shall have the right, but not the obligation, to become Members of the surviving business entity.
- I. The effective date of the merger shall be the date of the filing of the Certificate of Merger.
- J. The undersigned sole Member/Managers of The Ocala Youth Symphony, LLC being all the Member/Managers thereof, approve and consent to the Plan of Merger.
- K. The undersigned Member/Managers of The Ocala Youth Symphony, LLC pursuant to F.S. §608.455 waive the notice requirements as set forth in F.S. §608.4381(3).
- L. The Plan of Merger was approved by Ocala Youth Symphony, Inc., the only other party to the merger, in accordance with the applicable provisions of Chap. 607.

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Adopted and executed this April 6, 2009 by the undersigned sole
Member/Managers of The Ocala Youth Symphony, LLC.


CYNTHIA ROBERTSON
Member/Manager


KENNETH L. BLANCHARD
Member/Manager

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