

P11000027205

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H12000198961 3)))



Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations ***resubmit***
Fax Number : (850) 617-6380 *****please give original

From: Account Name : CORPORATION SERVICE COMPANY file date*****
Account Number : 120000000195
Phone : (850) 521-0821
Fax Number : (850) 558-1515

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**MERGER OR SHARE EXCHANGE
HIGH CLOUD INC.**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

FILED
2012 AUG -7 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

J. BRYAN

AUG 14 2012

EXAMINER

B50-647-6881

8/7/2012 3:25:18 PM PASSE 310001 Fax Server



August 7, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ROCCO REAL ESTATE CORP.
1000 BRICKELL AVENUE, 400
MIAMI, FL 33131

SUBJECT: ROCCO REAL ESTATE CORP.
REF: P11000027205

FILED
AUG 7 AM 8:10
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

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. #: H12000198961
Letter Number: 212A00020488

2012 AUG -9 AM 8:04

TO AGENCY LEASE
SUFFICIENCY OF FILING



August 9, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ROCCO REAL ESTATE CORP.
1000 BRICKELL AVENUE, 400
MIAMI, FL 33131

SUBJECT: ROCCO REAL ESTATE CORP.
REF: P11000027205

FILED
2012 AUG -7 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

THE SUFFIX IN THE SURVIVING CORPORATE NAME IS LISTED TWO WAYS "INC." IN SOME PLACES AND "CORP." IN OTHERS. PLEASE VERIFY THE CORPORATE NAME IN THE STATE OF DELAWARE TO DETERMINE WHETHER THE SUFFIX SHOULD BE "INC." OR "CORP." AND CORRECT YOUR DOCUMENT ACCORDINGLY.

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. #: H12000198961
Letter Number: 712A00020606

2012 AUG 14 AM 8:01
TO: DEPT. OF STATE
SUFFICIENT FOR FILING

P.O. BOX 6327 - Tallahassee, Florida 32314



August 13, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ROCCO REAL ESTATE CORP.
1000 BRICKELL AVENUE, 400
MIAMI, FL 33131

SUBJECT: ROCCO REAL ESTATE CORP.
REF: P11000027205

FILED
2012 AUG -7 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PLEASE CLARIFY THE NAME OF THE SURVIVING DELAWARE CORPORATION IN THE MERGER AND CORRECT THE DELAWARE NAME ACCORDING TO THE RECORDS IN DELAWARE.

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. #: H12000198961
Letter Number: 912A00020780

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: High Cloud, LLC
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Elettra Menarini

Contact Person

Procopio et al.

Firm/Company

525 B Street, Suite 2200

Address

San Diego, CA 92101

City/State and Zip Code

elettra.menarini@procopio.com

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

For further information concerning this matter, please call:

Elettra Menarini

Name of Contact Person

At (619)

906-5742

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

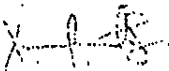
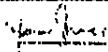
STREET ADDRESS:

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

MAILING ADDRESS:

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

FILED
2012 AUG -7 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleRocco Real Estate Corp.Maria Ximena PeñuelaHigh Cloud LLCJaime Porres

FILED
2012 AUG -7 AM 8:10
REG. CLERK OF DISTRICT
CLERK OF DISTRICT
TALLAHASSEE, FLORIDA

FILED
AUG - 7 AM 8:10
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**AGREEMENT AND PLAN OF MERGER
OF ROCCO REAL ESTATE CORP.,**

A Florida Corporation

and

HIGH CLOUD LLC ,

A Delaware Limited Liability Company

THIS AGREEMENT AND PLAN OF MERGER dated as of July 11, 2012 (the "Plan of Merger") is between Rocco Real Estate Corp., a Florida corporation ("Rocco"), and High Cloud, LLC, a Delaware LLC ("HC").

RECITALS

A. Rocco is a corporation duly organized and existing under the laws of the State of Florida and has an authorized capital of One Thousand shares with par value of \$1.00 each. As of July 11, 2012, One Thousand (1,000) shares of Common Stock were issued and outstanding, all of which are held by Rocco Investment LP, A New Zealand Limited Partnership.

B. The Board of Directors and sole Shareholder of Rocco have determined that it is advisable and in the best interests of Rocco and its shareholders that Rocco merge with and into HC upon the terms and conditions herein provided.

C. The Board of Directors and sole Shareholder of HC have approved this Plan of Merger through an Action by Unanimous Written Consent and have directed that this Plan of Merger be executed by the undersigned officer.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Rocco and HC hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

1. MERGER

1.1 Merger. In accordance with the provisions of this Plan of Merger and the Florida Business Organization Laws and the Delaware Corporation and Business Entity Laws, Rocco shall be merged with and into HC (the "Merger"), the separate existence of Rocco shall cease and HC shall survive the Merger and shall continue to be governed by the laws of the State of Delaware, and HC shall be, and is herein sometimes referred to as, the "Surviving Company," and the name of the Surviving Company shall be High Cloud LLC

1.2 Filing And Effectiveness. The Merger shall become effective when the following actions shall have been completed:

(a) A Plan of Merger in writing shall have been adopted by the Board of Directors;

(b) This Plan of Merger and the Merger shall have been adopted and approved by the shareholders and members, respectively, of each of the Parties in accordance

FILED
AUG -7 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

with the requirements of the Florida Business Organization Laws and the Delaware Corporation and Business Entity Laws;

(c) All of the conditions precedent to the consummation of the Merger specified in this Plan shall have been satisfied or duly waived by the party entitled to satisfaction thereof; and

(d) An executed Certificate of Merger or an executed, acknowledged and certified counterpart of this Plan meeting the requirements of the Delaware Corporation and Business Entity Laws shall have been filed with the Secretary of State of Delaware.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of Rocco shall cease and HC, as the Surviving Company, (i) shall be vested without reversion or impairment, to the title to all real estate and other property owned by the Rocco, (ii) shall be subject to all the liabilities of the Rocco, (iii) shall succeed in the proceeding pending against the Rocco as if the merger had not occurred or the Surviving Company may be substituted in the proceeding for the Rocco whose existence has ceased, (iv) shall amend the articles of incorporation as provided in the Plan of Merger, and (v) shall convert the owner's interests of the Rocco into owner's interests, obligations or other securities of the Surviving Company, and the former holders of the owner's interests are entitled only to the rights provided in the certificate of merger as more fully set forth in Section 252 of the Delaware General Corporation Law.

2. FORMATION DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation. The Certificate of Incorporation of HC as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Company until duly amended in accordance with the provisions thereof and applicable law.

2.2 Operating Agreement. The Bylaws of HC as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Company until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors And Officers. The directors and officers of HC immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Company until their respective successors shall have been duly elected and qualified or until as otherwise provided by law, or the Certificate of Incorporation of the Surviving Company or the Bylaws of the Surviving Company.

3. MANNER OF CANCELLATION OF STOCK

3.1 Rocco Common Stock. Upon the Effective Date of the Merger, each share of Rocco Common Stock, issued and outstanding immediately prior thereto shall, by virtue

of the Merger and without any action by Rocco, the holder of such shares or any other person, be cancelled and returned to the status of authorized but unissued shares.

4. GENERAL

4.1 Covenants of HC. From time to time, as and when required by HC or by its successors or assigns, there shall be executed and delivered on behalf of Rocco such deeds and other instruments, and there shall be taken or caused to be taken by HC such further and other actions, as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by HC the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Rocco and otherwise to carry out the purposes of this Agreement, and the officers and directors of HC are fully authorized in the name and on behalf of HC to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.2 Abandonment. At any time before the filing of this Plan of Merger with the Secretary of State of Delaware, this Plan of Merger may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of Rocco or the Board of Directors of HC, or both, notwithstanding the approval of this Merger Agreement by Rocco or HC, or by both.

4.3 Amendment. The Parties may amend this Plan of Merger at any time prior to the filing of this Plan of Merger (or certificate in lieu thereof) with the Secretary of State of Delaware, provided that an amendment made subsequent to the adoption and approval of this Plan of Merger and the Merger by the shareholders of either Party shall not alter or change any term of the Certificate of Incorporation of the Surviving Company.

4.4 Registered Office. The registered office of the Surviving Company in the State of Delaware is located at 2711 Centerville Road, Suite 400, Wilmington, and Corporation Service Company is the registered agent of the Surviving Company at such address.

4.5 Agreement. Executed copies of this Plan of Merger will be on file at the principal place of business of the Surviving Company, and copies thereof will be furnished to any shareholder of either Party, upon request and without cost.

4.6 Governing Law. This Merger Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware.

4.7 Counterparts. In order to facilitate the filing and recording of this Plan, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

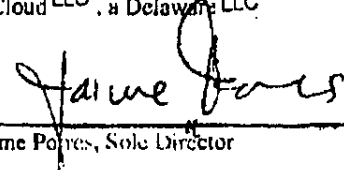
8/14/2012 AUG - 7 AM 8:10
FILED
SECRETARY OF STATE
DELAWARE

IN WITNESS WHEREOF, this Plan of Merger, having first been approved by resolutions of the Shareholder and board of Director of Rocco and the Shareholder and Board of Directors of HC, is hereby executed on behalf of each of such two entities and attested by their respective officers thereunto duly authorized.

Rocco Real Estate Corp., a Florida corporation

By: 
Maria Ximena Peñuela, Director

High Cloud LLC, a Delaware LLC

By: 
Jaime Poyres, Sole Director

FILED

2012 AUG -7 AM 8:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA