

429 108 100.00



Articles of Merger - Multi Entity Merger

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - http://www.FilingInOregon.com - Phone: (503) 986-2200

FILED

APR 06 2011

SURVIVOR
REGISTRY NUMBER: 760915-95

OREGON
SECRETARY OF STATE

For office use only

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website.

Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) NAMES AND TYPES OF THE ENTITIES PROPOSING TO MERGE:

NAME:	TYPE:	REGISTRY NUMBER:
CR Franklin, LLC	FLLC	
CR Franklin, LLC	DLLC	Or-760915-95

2) NAME AND TYPE OF THE SURVIVING ENTITY: CR Franklin, LLC, an Oregon limited liability company

Check here if there is a name change in this plan of merger.

3) A COPY OF THE MERGER PLAN IS ATTACHED. See ORS 60.481(2)

4) THE PLAN OF MERGER WAS DULY AUTHORIZED AND APPROVED BY EACH ENTITY THAT IS A PARTY TO THE MERGER:

A copy of the vote required by each entity is attached.

5) EXECUTION: (Must be signed by an officer or director for a corporation, a member or manager for a limited liability company, a general partner for a limited partnership, or a partner for a limited liability partnership.)

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature:

Claudia Franklin, mgr.

Printed Name:

Claudia Franklin

Title:

Manager

CONTACT NAME: (To resolve questions with this filing.)

Mark A. Gordon, Esq.

PHONE NUMBER: (include area code.)

1.866.397.9066

CR FRANKLIN, LLC



76091595-12604840

MER

PLAN OF MERGER
OF
CR FRANKLIN, LLC

(a Texas limited liability company into a newly formed Oregon limited liability company)

1. Scope of Plan. This Plan of Merger ("the Plan") is hereby adopted and provides for the merger of CR Franklin, LLC, a Texas limited liability company ("CR Texas"), into CR Franklin, LLC, a newly formed Oregon limited liability company ("CR Oregon"), in accordance with ORS 63.481 et seq. and Texas Business Organizational Code Section 10.001 et seq.

2. Merging Business Name and Entity. The name and type of business to be merged into the surviving business entity is:

CR Franklin, LLC, a Texas limited liability company

3. Surviving Business Name and Entity. The name and type of business entity that shall be the surviving business entity after the merger is:

CR Franklin, LLC, an Oregon limited liability company

4. Terms and Conditions of the Merger. The terms and conditions of the merger are:

(a) Surviving Entity Organization. The surviving entity's Articles of Organization in the form attached hereto are hereby approved in all respects.

(b) Surviving Entity Ownership Interests. Upon merger, the Member's percentage ownership interest in CR Texas shall merge with, convert to and become the identical percentage ownership interest in CR Oregon. Items of income, gain, deduction, loss, credit and distribution shall be allocated among to the Member as provided by law.

(c) LLC Operations. The surviving entity and its Member shall operate without an Operating Agreement but otherwise shall be governed in all aspects of operation by the Oregon Limited Liability Act.

5. Effect of the Merger. The effect of the merger shall be as set forth in ORS 63.497. The merger shall effective without further action or consents upon filing Certificates/Articles of Merger with the Texas and Oregon Secretaries of State.

/ / /

/ / /

APPROVAL OF PLAN OF MERGER

CR Franklin, LLC, an Oregon limited liability company

Sunwest Trust, Inc., FBO Claudia Franklin IRA

By: [Signature]

Name Casey Loe / Title IRA SPECIALIST
Member

By: [Signature] Mgr.
Claudia Franklin, Manager

CR Franklin, LLC, a Texas limited liability company

Sunwest Trust, Inc., FBO Claudia Franklin IRA

By: [Signature]

Name Casey Loe / Title IRA SPECIALIST
Member

By: [Signature] Mgr.
Claudia Franklin, Manager

///

///