

Division of Corporations

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**MERGER OR SHARE EXCHANGE  
VAN BUREN STREET PROPERTIES, LLC**

Certificate of Status	1
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**\$85.00**

*LLC Merger*

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*DC 10-14-14*

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ARTICLES OF MERGER  
OF  
HOLLYWOOD ANIMAL HOSPITAL,  
A FLORIDA GENERAL PARTNERSHIP  
AND  
VAN BUREN STREET PROPERTIES, LLC,  
A FLORIDA LIMITED LIABILITY COMPANY

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Pursuant to the provisions of Section 620.8916 – 620.8919 of the Florida Revised Uniform Partnership Act and 605.1021 – 605.1026 of the Florida Revised Limited Liability Company Act, HOLLYWOOD ANIMAL HOSPITAL, a Florida general partnership, and VAN BUREN STREET PROPERTIES, LLC, a Florida limited liability company, adopt the following Articles of Merger for the purpose of merging HOLLYWOOD ANIMAL HOSPITAL, a Florida general partnership, with and into VAN BUREN STREET PROPERTIES, LLC. (the "Merger").

FIRST: The Plan of Merger is attached hereto as Exhibit A.


SECOND: The Plan of Merger was adopted by the unanimous written consent of the general partners of HOLLYWOOD ANIMAL HOSPITAL, a Florida general partnership, dated October 8, 2014, and by the unanimous written consent of the members of VAN BUREN STREET PROPERTIES, LLC, dated October 8, 2014, in accordance with the provisions of Section 620.8918 of the Florida Revised Uniform Partnership Act and 605.1025 of the Florida Revised Limited Liability Company Act.

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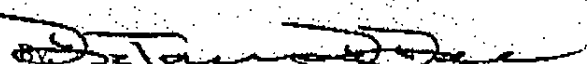
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IN WITNESS WHEREOF, each of the undersigned has caused these Articles of Merger to be signed in its corporate name as of the 8<sup>th</sup> day of October, 2014.

HOLLYWOOD ANIMAL HOSPITAL,  
a Florida general partnership

By:   
James D. Dee  
General Partner

VAN BUREN STREET PROPERTIES, LLC,  
a Florida limited liability company

By:   
James D. Dee  
Manager

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EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") is made and entered into this 8<sup>th</sup> day of October, 2014, by and between HOLLYWOOD ANIMAL HOSPITAL, a Florida general partnership ("HAH"), and VAN BUREN STREET PROPERTIES, LLC, a Florida limited liability company ("Van Buren"). (HAH and Van Buren are together sometimes hereinafter referred to as the "Constituent Entities").

1. **The Merger**

1.1 **Manner of Merger**

Subject to the terms and conditions of this Plan, and at the Effective Time (as hereinafter defined), HAH shall be merged with and into Van Buren (the "Merger") with the effect that Van Buren shall be the surviving entity of the Merger (the "Surviving Entity"). The existence of Van Buren with all of its purposes, powers and objects shall continue unaffected and unimpaired by the Merger, shall be governed by the laws of the State of Florida and succeed to all rights, assets, liabilities and obligations of HAH, as set forth in the Florida Revised Limited Liability Company Act (the "Florida Act"). The separate existence of HAH shall cease upon the Effective Time and thereafter the Surviving Entity shall continue to exist under the laws of the State of Florida. The Surviving Entity, without further act or deed, shall (i) have the purposes and shall possess all the rights, privileges, immunities, powers, franchises and authority, both public and private, and be subject to all the restrictions, disabilities, duties and liabilities of the Constituent Entities, and neither the rights of creditors nor any liens upon the property of any of the Constituent Entities shall be impaired by the Merger; (ii) be vested with all assets and property, real, personal and mixed, and every interest therein, wherever located, belonging to each of the Constituent Entities; and (iii) be liable for all of the obligations and liabilities of each of the Constituent Entities existing immediately prior to the Effective Time. The title to any real estate or any interest therein, vested in any of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.

1.2 **Articles of Organization and Operating Agreement of the Surviving Entity**

(a) The Articles of Organization of Van Buren, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Entity until the same shall thereafter be altered, amended or repealed in accordance with the Florida Act.

(b) The Operating Agreement with respect to Van Buren, as amended and in effect prior to the Effective Time, shall be the Operating Agreement with respect to the Surviving Entity until the same shall thereafter be altered, amended or terminated.

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**1.3 The Status and Conversion of Ownership Interests**

(a) At the Effective Time, each of the following events shall be deemed to occur simultaneously: (1) each percentage interest of HAH immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be terminated, and (2) each percentage interest of Van Buren immediately prior to the Effective Time shall continue without change.

**2. Effective Date of the Merger**

The Merger shall become effective upon the filing of Articles of Merger incorporating this Plan with the Florida Secretary of State. The term "Effective Time" as used herein shall mean the time at which the Articles of Merger are filed with the Florida Secretary of State. Each of the parties hereto hereby agrees to use its best efforts to do promptly all such acts and to take promptly all such measures as may be appropriate to enable it to perform as early as practicable the covenants and agreements herein provided to be performed by it in order to consummate the Merger at such time.

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