

L04 000045415

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



600160171746

09/16/09--01033--015 \*\*113.75

FILED  
2009 SEP 16 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

M. THOMAS

SEP 18 2009

EXAMINER

#111.25-

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Fifth Avenue Development, 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:

Thomas J. Korge

Contact Person

Korge & Korge

Firm/Company

230 Palermo Avenue

Address

Coral Gables, FL 33134

City/State and Zip Code

tkorge@korgelaw.com

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

For further information concerning this matter, please call:

Thomas J. Korge

Name of Contact Person

At ( 305 )

444-5601

Area Code & Daytime Telephone Number

**FILED**  
2009 SEP 16 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

☒ 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

**CERTIFICATE OF MERGER  
FIFTH AVENUE DEVELOPMENT, LLC**

**ARTICLE I  
PLAN OF MERGER**

South Dade Townhomes Investments, LLC., a Florida limited liability company ("SDTI"), and Fifth Avenue Estates, Ltd., a Florida limited partnership ("Estates"), are merged into Fifth Avenue Development, LLC, a Florida limited liability company ("Development") (SDTI, Estates, and Development are collectively referred to as the "Merging Parties"), pursuant to the following plan of merger (the "Plan of Merger"): *401-938, 204-45415*

**A. Parties to the Merger.** SDTI and Development are limited liability companies organized and existing under chapter 608 of the Florida Statutes. Estates is a limited partnership organized and existing under chapter 620 of the Florida Statutes. Development (hereinafter sometimes referred to as the "Surviving Entity") is designated as the surviving entity within the meaning of Florida Statutes, Sections 608.438(3)(a) and 620.201(3)(a).

**B. Terms and Conditions of the Merger.** In accordance with the Plan of Merger, the members of the Surviving Entity, will be Princeton Associates, LLC, a Florida limited liability company ("Princeton"), and SFB Development, LLC, a Florida limited liability company ("SFB"). As a condition of the merger, Princeton and SFB have executed and delivered an amended and restated operating agreement for the Surviving Entity (the "Amended Operating Agreement") to regulate the affairs of the Surviving Entity and the conduct of its business, and to govern relations among the members, manager, and the Surviving Entity in accordance with Florida Statutes, Section 608.423. As of the Effective Date (as defined herein), all assets and liabilities of the Merging Parties are transferred over to and assumed by the Surviving Entity. No further deeds, bills of sale, or other instruments of conveyance, satisfactions, releases, or assumption or indemnity agreements shall be required in connection with the merger. Notwithstanding the foregoing, the Merging Parties, the Surviving Entity, and their members or partners, and their respective successors or assigns, will execute and deliver or otherwise to provide any further instruments that may be required or helpful now or in the future to effectuate this Plan of Merger.

**C. Conversion of Interests in Surviving Entity.** As of the Effective Date, the interests of each of the members or partners of the Merging Parties in and to the Surviving Entity are converted into membership interests in the Surviving Entity only as and to the extent set forth in the Amended Operating Agreement. The members of the Surviving Entity may admit additional members in accordance with and subject to the terms and conditions of the Amended Operating Agreement.

**D. Names and Business Addresses of the Co-Managing Members of the Surviving Entity.** Pursuant to the Amended Operating Agreement, the management of the Surviving Entity is vested in its co-managing members, viz. (i) SFB Development, LLC, a Florida limited liability company ("SFB"), attn. Christopher G. Korge, 230 Palermo Avenue, Coral Gables, Florida 33134, and (ii) Princeton Associates, LLC, a Florida limited liability company ("Princeton"), attn. Barry S. Goldmeier, 250 Catalonia Avenue, Suite 702, Coral

FILED

Gables, Florida 33134, and Lee Goldmeier, c/o Creative Capital Corp., 55 Lane Road, Suite 430, Fairfield, NJ 07004.

**E. Modifications or Amendments to Amended Operating Agreement.** On or after the Effective Date, the members of the Surviving Entity may further modify or amend the Amended Operating Agreement in accordance with the terms and conditions set forth therein.

## **ARTICLE II APPROVALS**

The Plan of Merger has been approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of chapter 608 of the Florida Statutes and by each domestic partnership that is a party to the merger in accordance with the applicable provisions of chapter 620 of the Florida Statutes.

## **ARTICLE III EFFECTIVE DATE**

These articles of merger shall be effective at 12:00 o'clock midnight of the last calendar day of the calendar month in which these articles of merger are filed with the Florida Secretary of State (the "Effective Date").

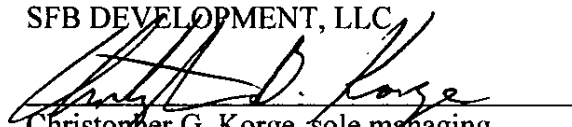
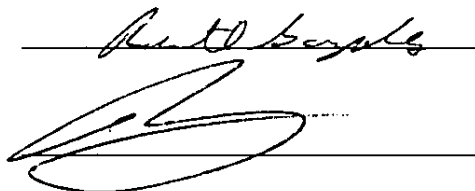
IN WITNESS WHEREOF, the undersigned, constituting all of the Merging Parties, do hereby execute these articles of merger as of the Effective Date.

Witnesses:

**SOUTH DADE TOWNHOMES  
INVESTMENTS, LLC**

BY ITS SOLE MANAGING MEMBER:

SFB DEVELOPMENT, LLC



Christopher G. Korge, sole managing  
member of SFB Development, LLC, a Florida  
limited liability company

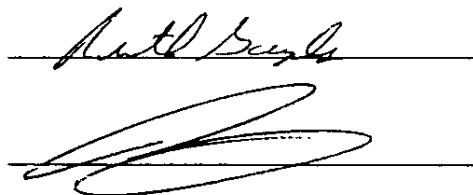
**FILED**  
2008 SEP 16 AM 9:43  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

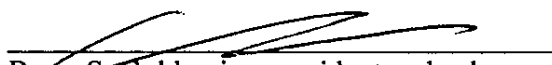
[SIGNATURES CONTINUE ON NEXT PAGE]

**FIFTH AVENUE ESTATES, LTD.**

BY ITS SOLE GENERAL PARTNER:

ADVANCED AFFORDABLE HOUSING CORP.

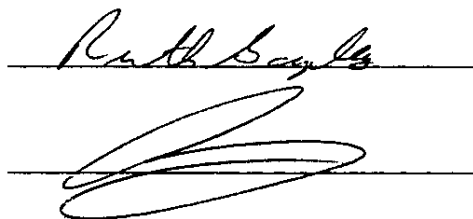



  
Barry S. Goldmeier, president and sole  
shareholder of Advance Affordable Housing  
Corp., a Florida corporation, as sole general partner

AND

BY ITS SOLE LIMITED PARTNER:

BARRY S. GOLDMEIER

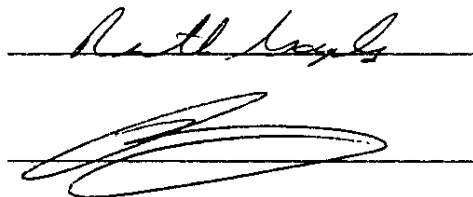



  
Barry S. Goldmeier, as sole limited partner

**FIFTH AVENUE DEVELOPMENT, LLC**

BY ITS CO-MANAGING MEMBERS:

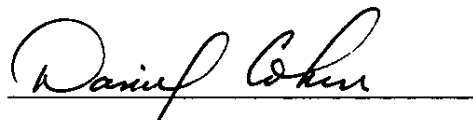
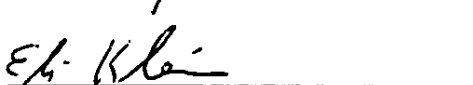
SFB DEVELOPMENT, LLC




  
Christopher G. Korge, sole managing  
member of SFB Development, LLC, a Florida  
limited liability company

AND

PRINCETON ASSOCIATES, LLC

  
Lee S. Goldmeier, president of Goldmeier  
(NJ) Corp, a Florida corporation, as the sole general  
partner of Goldmeier (NJ) Ltd., a Florida limited  
partnership, as the sole managing member of  
Princeton Associates, LLC

[NOTARIZATIONS ON NEXT PAGE]

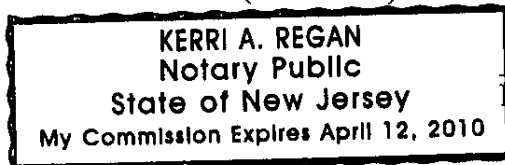
STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me on September 10, 2009, by Christopher G. Korge, as sole managing member of SFB Development, LLC, a Florida limited liability company, who is personally known to me, and who (did/did not) take an oath.

Randall Daily  
NOTARY PUBLIC - STATE OF FLORIDA  
NOTARY PUBLIC, State of Florida at Large  
Commission #DD651431  
Expires: APR. 27, 2011  
BONDED THRU ATLANTIC BONDING CO., INC.  
Print or Stamp Commissioned Name of Notary

STATE OF  
COUNTY OF

The foregoing instrument was acknowledged before me on SEPTEMBER 10, 2009, by Lee S. Goldmeier, individually and as president of Goldmeier (NJ) Corp, a Florida corporation, which is the sole general partner of Goldmeier (NJ) Ltd., a Florida limited partnership, and the sole managing member of Princeton Associates, LLC, who is personally known to me, or who has produced \_\_\_\_\_, as identification, and who (did/did not) take an oath.



Kerri Regan  
NOTARY PUBLIC  
Kerri Regan  
Print or Stamp Commissioned Name of Notary

FILED  
2009 SEP 16 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me on September 10, 2009, by Barry S. Goldmeier, president and sole shareholder of Advance-Affordable Development Corp., a Florida corporation, as the sole general partner of Fifth Avenue Estates, Ltd., a Florida limited partnership, and by Barry S. Goldmeier, individually, as the sole limited partner of Fifth Avenue Estates, Ltd., a Florida limited partnership, who is personally known to me, and who (did/did not) take an oath.

Randall Daily  
NOTARY PUBLIC, State of Florida at Large

NOTARY PUBLIC - STATE OF FLORIDA  
Randall Daily  
Commission #DD651431  
Expires: APR. 27, 2011  
BONDED THRU ATLANTIC BONDING CO., INC.  
Print or Stamp Commissioned Name of Notary

**PLAN OF MERGER OF SOUTH DADE TOWNHOMES INVESTMENTS, LLC,  
AND FIFTH AVENUE ESTATES, LTD., INTO FIFTH AVENUE  
DEVELOPMENT, LLC**

THIS PLAN OF MERGER is entered by and between South Dade Townhomes Investments, Inc., a Florida limited liability company ("SDTI"), Fifth Avenue Estates, Ltd., a Florida limited partnership ("Estates"), and Fifth Avenue Development, LLC, a Florida limited liability company ("Development") (SDTI, Estates, and Development are collectively referred to as the "Merging Parties"), as of the Effective Date (as defined herein).

**WITNESSETH:**

WHEREAS, the Merging Parties want to merge their respective businesses into a single limited liability company, organized under Florida law, under the terms and conditions set forth herein;

WHEREAS, the Merging Parties have agreed that Development shall be the sole surviving entity after the merger as the Surviving Company;

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the Merging Parties do hereby agree to the following Plan of Merger:

1. **Parties to the Merger.** SDTI, Development, and Estates are planning to merge. SDTI and Development are limited liability companies organized and existing under chapter 608 of the Florida Statutes. Estates is a limited partnership organized and existing under chapter 620 of the Florida Statutes. Development (hereinafter sometimes referred to as the "Surviving Entity") is designated as the surviving entity within the meaning of Florida Statutes, Sections 608.438(3)(a) and 620.201(3)(a).

2009 SEP 16 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

2. **Terms and Conditions of the Merger.** In accordance with this Plan of Merger, the members of the Surviving Entity will be Princeton Associates, LLC, a Florida limited liability company ("Princeton"), and SFB Development, LLC, a Florida limited liability company ("SFB"). As a condition of the merger, Princeton and SFB shall have executed and delivered an amended and restated operating agreement for the Surviving Entity (the "Amended Operating Agreement") to regulate the affairs of the Surviving Entity and the conduct of its business, and to govern relations among the members, manager, and the Surviving Entity in accordance with Florida Statutes, Section 608.423. As of the Effective Date, all assets and liabilities of the Merging Parties are transferred over to and assumed by the Surviving Entity. No further deeds, bills of sale, or other instruments of conveyance, satisfactions, releases, or assumption or indemnity agreements shall be required in connection with the merger. Notwithstanding the foregoing, the Merging Parties, the Surviving Entity, and their members or partners, their respective successors or assigns, will execute and deliver or otherwise provide and further instruments that may be required or helpful now or in the future to effectuate this Plan of Merger.

3. **Conversion of Interests in Surviving Entity.** As of the Effective Date, the interests of each of the members or partners of the Merging Parties in and to the Surviving Entity are converted into the membership interests in the Surviving Entity only as and to the extent set forth in the Amended Operating Agreement. The members of the Surviving Entity may admit additional members in accordance with and subject to the terms and conditions of the Amended Operating Agreement.



4. **Names and Business Addresses of the Co-Managing Members of the Surviving Entity.** Pursuant to the Amended Operating Agreement, the management of the Surviving Entity is vested in its co-managing members, viz. (i) SFB Development, LLC, a Florida limited liability company ("SFB"), attn. Christopher G. Korge, 230 Palermo Avenue, Coral Gables, Florida 33134, and (ii) Princeton Associates, LLC, a Florida limited liability company ("Princeton"), attn. Barry S. Goldmeier, 250 Catalonia Avenue, Suite 702, Coral Gables, Florida 33134, and Lee Goldmeier, c/o Creative Capital Corp., 55 Lane Road, Suite 430, Fairfield, NJ 07004.

5. **Modifications or Amendments to Amended Operating Agreement.** On or after the Effective Date, the members of the Surviving Entity may further modify or amend the Amended Operating Agreement in accordance with the terms and conditions set forth therein.

6. **Representations and Warranties of Authorization.** By signing below,

a. SDTI, its undersigned managing member, SFB, and SFB's undersigned managing member, Christopher G. Korge, represent and warrant to each of Development and Estates that (i) SFB is the sole member and the sole managing member of SDTI, (ii) Christopher G. Korge is the sole managing member of SFB, and (iii) each of the foregoing is duly authorized by the unanimous written consent of the members of SFB to execute and deliver this Plan of Merger on behalf of SDTI.

b. Estates, its undersigned general partner, Advance-Affordable Development Corp. ("Advanced"), a Florida corporation, and its undersigned limited partner, Barry S. Goldmeier, represent and warrant jointly and severally to

each of SDTI and Development that (i) Advanced is the sole general partner, (ii) Barry S. Goldmeier is the president, sole director, and sole shareholder of Advanced and the sole limited partner of Estates, and holds an indirect interest in Princeton (as hereinafter defined), and (iii) Estates and Advanced are each duly authorized, respectively, by the unanimous written consent of the general and limited partners of Estates and by the unanimous written consent of the sole director and sole shareholder of Advanced to execute and deliver this Plan of Merger on behalf of Estates. Estates, Advanced, and Goldmeier hereby acknowledge receipt of full and adequate consideration for the assets and liabilities of Estates that will be assigned, released, or assumed as a result of this Plan of Merger.

c. Development and its undersigned co-managing members, SFB and Princeton Associates, LLC, a Florida limited liability company ("Princeton"), represent and warrant jointly and severally to each of SDTI and Estates that SFB and Princeton, are the only co-managing members of Development, and (ii) SFB and Princeton are duly authorized to execute and deliver this Plan of Merger on behalf of Development. SFB and its sole managing member, Christopher G. Korge, further represent and warrant jointly and severally to the Merging Parties and to Princeton that SFB is duly authorized by the unanimous written consent of SFB's members to execute and deliver this Plan of Merger on behalf of Development. Princeton, its sole managing member, Goldmeier (NJ) Ltd., a Florida limited partnership ("Goldmeier (NJ) Ltd."), its sole general partner, Goldmeier (NJ) Corp., a Florida corporation ("Goldmeier (NJ) Corp."), and its

FILED  
2009 SEP 16 AM 9:43  
TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA

president, Lee S. Goldmeier, further represent and warrant jointly and severally to the Merging Parties and to SFB that Goldmeier (NJ) Ltd. and Goldmeier (NJ) Corp. are duly authorized by the unanimous written consent of their respective partners and shareholders to execute and deliver this Plan of Merger on behalf of Development.

7. **Effective Date.** These articles of merger shall be effective at 12:00 o'clock midnight of the last calendar day of the calendar month in which these articles of merger are filed with the Florida Secretary of State (the "Effective Date").

IN WITNESS WHEREOF, the undersigned Merging Parties execute this Plan of Merger as of the Effective Date.

Witnesses:

**SOUTH DADE TOWNHOMES  
INVESTMENTS, LLC**

BY ITS SOLE MANAGING MEMBER

SFB DEVELOPMENT, LLC

Christopher G. Korge, sole managing member of SFB Development, LLC, a Florida limited liability company

**FIFTH AVENUE ESTATES, LTD.**

BY ITS SOLE GENERAL PARTNER:

**ADVANCED AFFORDABLE HOUSING  
CORP.**

Barry S. Goldmeier, president and sole shareholder of Advance-Affordable Development Corp., a Florida corporation

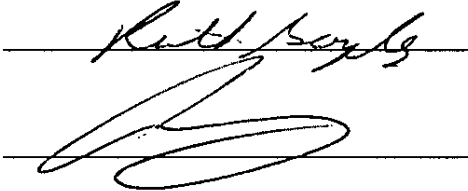
[SIGNATURES CONTINUE ON NEXT PAGE]

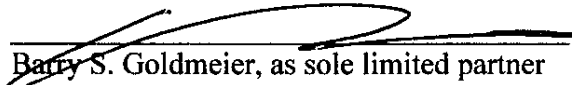
FILED  
2009 SEP 16 AM 9:43  
TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA

AND

BY ITS SOLE LIMITED PARTNER:

BARRY S. GOLDMEIER

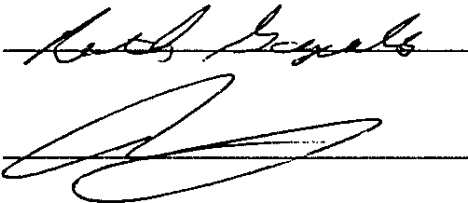



  
Barry S. Goldmeier, as sole limited partner

**FIFTH AVENUE DEVELOPMENT,  
LLC**

BY ITS CO-MANAGING MEMBERS:

SFB DEVELOPMENT, LLC



  
Christopher G. Korge, sole managing  
member of SFB Development,  
Florida limited liability company

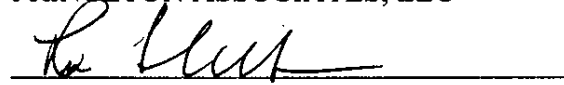
2009 SEP 16 AM 9:43  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

AND

PRINCETON ASSOCIATES, LLC





  
Lee S. Goldmeier, president of Goldmeier  
(NJ) Corp, a Florida corporation, as the sole  
general partner of Goldmeier (NJ) Ltd., a  
Florida limited partnership, as the sole  
managing member of Princeton Associates,  
LLC

[NOTARIZATIONS ON NEXT PAGE]

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me on September 10, 2009, by Christopher G. Korge, as sole managing member of SFB Development, LLC, a Florida limited liability company, who is personally known to me, and who (did/did not) take an oath.

Randall Daily  
NOTARY PUBLIC, State of Florida at Large  
NOTARY PUBLIC - STATE OF FLORIDA  
Randall Daily  
Commission #DD651431  
Expires: APR. 27, 2011  
BONDED THRU ATLANTIC BONDING CO., INC.  
Print or Stamp Commissioned Name of Notary

STATE OF  
COUNTY OF

The foregoing instrument was acknowledged before me on SEPTEMBER 10 2009, by Lee S. Goldmeier, individually and as president of Goldmeier (NJ) Ltd., a Florida corporation, which is the sole general partner of Goldmeier (NJ) Ltd., a Florida limited partnership, and the sole managing member of Princeton Associates, LLC, who is personally known to me, or who has produced \_\_\_\_\_ as identification, and who (did/did not) take an oath.

FILED  
2009 SEP 16 AM 9:43  
TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA

KERRI A. REGAN  
Notary Public  
State of New Jersey  
My Commission Expires April 12, 2010

Kerri A. Regan  
NOTARY PUBLIC, State of Florida at Large N.J.  
Kerri A. Regan  
Print or Stamp Commissioned Name of Notary

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me on September 10, 2009, by Barry S. Goldmeier, president and sole shareholder of Advance-Affordable Development Corp., a Florida corporation, as the sole general partner of Fifth Avenue Estates, Ltd., a Florida limited partnership, and by Barry S. Goldmeier, individually, as the sole limited partner of Fifth Avenue Estates, Ltd., a Florida limited partnership, who is personally known to me, and who (did/did not) take an oath.

Randall Daily  
NOTARY PUBLIC, State of Florida at Large  
NOTARY PUBLIC - STATE OF FLORIDA  
Randall Daily  
Commission #DD651431  
Expires: APR. 27, 2011  
BONDED THRU ATLANTIC BONDING CO., INC.  
Print or Stamp Commissioned Name of Notary