

L/2000066586

(Requestor's Name)

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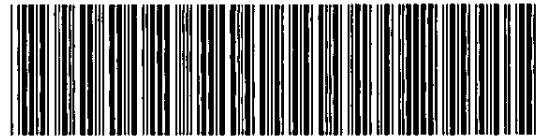
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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A. LUNT

AUG -1 2011

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 295183 4384006

AUTHORIZATION :

COST LIMIT : \$ 80.00

[Signature]

ORDER DATE : July 31, 2012

ORDER TIME : 12:25 PM

ORDER NO. : 295183-005

CUSTOMER NO: 4384006

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

LSBK06-08, L.L.C.

INTO

LSBK06-08, L.L.C.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: LSBK06-08, L.L.C.

(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Ira B Marcus, Esq.

(Contact Person)

Marcus Brody Ford & Kessler, L.L.C.

(Firm/Company)

5 Becker Farm Road

(Address)

Roseland, NJ 07068

(City, State and Zip Code)

For further information concerning this matter, please call:

Ira B Marcus, Esq.

(Name of Contact Person)

at (973) 740-1200

(Area Code and Daytime Telephone Number)



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
LSBK06-08, L.L.C.	New Jersey	LLC
LSBK06-08, L.L.C.	Florida	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
LSBK06-08, L.L.C.	Florida	LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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TREASURY SEC. FLORIDA

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

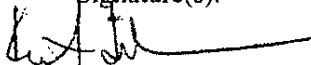
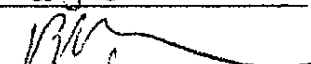
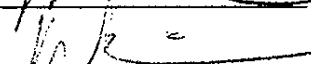

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 215 Via del Mar
Palm Beach, FL 33480

Mailing address: 215 Via del Mar
Palm Beach, FL 33480

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Surviving Entity:		Kenneth Silverman
LSBK06-08, L.L.C. (FL)		Blake Silverman
Merging Entity:		Kenneth Silverman
LSBK06-08, L.L.C. (NJ)		Blake Silverman

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Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: For each Limited Liability Company: \$25.00
 For each Corporation: \$35.00
 For each Limited Partnership: \$52.50
 For each General Partnership: \$25.00
 For each Other Business Entity: \$25.00

Certified Copy (optional): \$30.00

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER made and entered into as of the 18 day of July, 2012, by and between LSBK06-08, L.L.C., a limited liability company organized and existing under the laws of the State of New Jersey ("LSBK NJ"), and the members thereof, and LSBK06-08, L.L.C., a limited liability company organized and existing under the laws of the State of Florida ("LSBK FL"), and the members thereof.

WITNESSETH:

WHEREAS LSBK NJ is a New Jersey limited liability company whose principal office is located at 10 Hill Hollow Road, Watchung, NJ 07069; and

WHEREAS LSBK FL is a Florida limited liability company whose principal office is located at 215 Via del Mar, Palm Beach, FL 33480; and

WHEREAS the managing members and the members of each of said limited liability companies deem it advisable and in the best interest of said limited liability companies that the said limited liability companies merge into a single limited liability company under and pursuant to the provisions of Division of Corporations, Section 608.4382 of the Florida Statutes and the provisions of the New Jersey Limited Liability Company Act, Title 42 of the New Jersey Statutes; and

WHEREAS the managing members and the members of each limited liability company have approved this Agreement and Plan of Merger.

NOW, THEREFORE, in consideration of the premises and the mutual agreements, covenants, grants and provisions herein contained, it is hereby agreed by and between the parties hereto that LSBK NJ shall be merged with and into LSBK FL and that the terms and conditions of the merger (the "Merger") shall be as follows:

ARTICLE I

The participating limited liability companies, LSBK NJ and LSBK FL, shall, pursuant to the provisions of Section 608.4382 of the Florida Statutes and the provisions of Section 42:2B-20

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of the New Jersey Statutes, be merged with and into a single limited liability company, to wit, LSBK FL. LSBK FL shall be the surviving limited liability company upon the effective date of the Merger and shall sometimes be referred to as the "Surviving Company". LSBK FL shall continue to exist under the name "LSBK06-08, L.L.C." pursuant to the provisions of Section 608.4382 of the Florida Statutes.

ARTICLE II

The terms and conditions of the Merger, and the mode of carrying it into effect are as follows:

1. The Merger shall be effective upon the filing of the necessary documents to effect the Merger with the Division of Corporations of Florida.
2. Except as herein otherwise specifically set forth, the limited liability company identity, existence, purposes, powers, franchises, rights and immunities of LSBK FL shall continue unaffected and unimpaired by the Merger and the limited liability company identity, existence, purposes, powers, franchises, rights and immunities of LSBK NJ shall be merged with and into LSBK FL and LSBK FL shall be fully vested therewith. The separate limited liability company existence of LSBK NJ, except insofar as the same may be continued by statute, shall cease upon the effective date of the Merger in accordance with the provisions of the laws of the State of New Jersey.
3. The Articles of Organization of LSBK FL shall remain and continue to be the Articles of Organization of the Surviving Company following the effective date of the Merger until the same shall be altered or amended according to the applicable provisions of the statutes of the State of Florida.
4. The Operating Agreement of LSBK FL shall remain and continue to be the Operating Agreement of the Surviving Company following the effective date of the Merger until the same shall be altered or amended according to the applicable provisions of the statutes of the State of Florida.

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5. Upon the effective date of the Merger, all the rights, privileges, powers and franchises, public or private of LSBK NJ, all property, real, personal and mixed of LSBK NJ, and all debts due to LSBK NJ on whatever account, and all other things in actions, and all and every other interest of or belonging to or due LSBK NJ, shall vest in LSBK FL without further act or deed as effectually as they were vested in LSBK NJ. The title to any real estate or any interest therein, vested under the laws of any jurisdiction, by deed or otherwise, shall not revert to be in any way impaired by reason of the Merger. All rights of creditors and all liens upon property of LSBK NJ shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the effective date of the Merger, and shall be deemed to continue in existence to the extent necessary to preserve the same. All debts, liabilities, restrictions and duties of LSBK NJ shall thenceforth attach to LSBK FL and may be enforced against it to the same extent as if they had been incurred or contracted by LSBK FL. Any action or proceeding pending by or against LSBK NJ may be prosecuted to judgment, which shall bind LSBK FL, or LSBK FL may be proceeded against or substituted in place of LSBK NJ.

6. If at any time after the effective date of the Merger, LSBK NJ shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest, perfect or confirm in LSBK FL the title to any property or rights of LSBK NJ acquired or to be acquired by reason of, or as a result of the Merger, LSBK NJ and its proper members shall and will execute and deliver all such property deeds, assignments and assurances in law and do all things necessary or proper to vest, perfect or confirm title to such property or rights in LSBK FL and otherwise to carry out the purposes of this Agreement and Plan of Merger, and the proper members of LSBK FL and the proper members of LSBK FL are fully authorized in the name of LSBK NJ or otherwise to take any and all such action.

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLE III

1. The members of LSBK FL and LSBK NJ are identical. Following the effective date of the Merger, the members of LSBK FL shall continue to be the members of the Surviving Company.

2. The managing members of LSBK FL and LSBK NJ are identical. Following the effective date of the Merger, the managing members of LSBK FL shall continue to be the managing members of the Surviving Company.

ARTICLE IV

Upon the effective date of the Merger, all the authorized capital, income, tax benefits and other attributes of membership of LSBK NJ, whether issued or unissued, recorded in the books of LSBK NJ or otherwise, shall belong to LSBK FL. The Company Interests (as defined in the Operating Agreements of LSBK NJ and LSBK FL) of each constituent company are held by the same persons in the same percentages. The members of the Surviving Company shall continue to hold the same Company Interests in the Surviving Company without the requirement of any additional action. It is expressly agreed that the Surviving Company is intended to be a continuation of LSBK NJ for all tax and other purposes.

ARTICLE V


All company acts, plans, policies, approvals and authorizations of LSBK NJ, its managing members, which were valid and effective immediately prior to the effective date of the Merger shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of LSBK FL and shall be effective and binding thereon as the same were with respect to LSBK NJ. The employees of LSBK NJ shall become the employees of LSBK FL and continue to be entitled to the same rights and benefits which they enjoyed as employees of LSBK NJ.

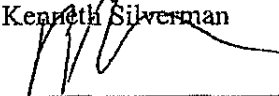
ARTICLE VI

It is expressly agreed that this Agreement and Plan of Merger embodies the entire agreement of the parties in relation to the subject matter hereof and that no understandings or agreements, oral or written, in relation thereto exists between the parties except as herein expressly set forth. Each of the undersigned, being all of the members of LSBK NJ and LSBK FL, hereby authorize LSBK NJ and LSBK FL, respectively, to enter into this Agreement and Plan of Merger and do and perform any and all acts necessary or incidental to accomplish the merger of LSBK NJ into LSBK FL, on the terms and conditions set forth herein.


LSBK06-08, L.L.C.,
a New Jersey limited liability company

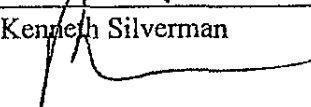
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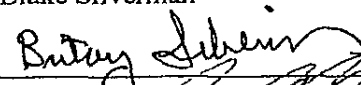
By 
Kenneth Silverman

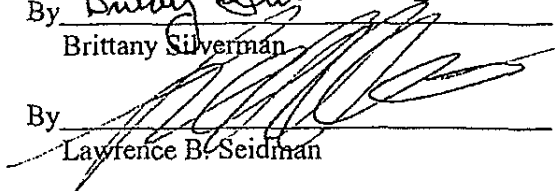
By 
Blake Silverman

Members:

By 
Kenneth Silverman

By 
Blake Silverman

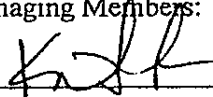
By 
Brittany Silverman

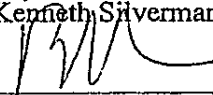
By 
Lawrence B. Seidman

[SIGNATURES CONTINUE ON NEXT PAGE]

LSBK06-08, L.L.C.,
a Florida limited liability company

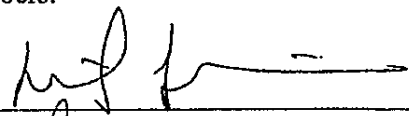
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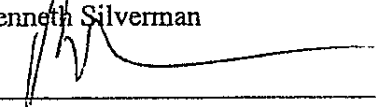
By 
Kenneth Silverman

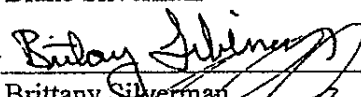
By 
Blake Silverman

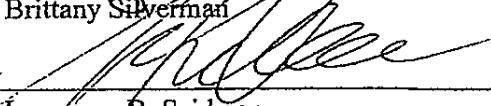
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Members:

By 
Kenneth Silverman

By 
Blake Silverman

By 
Brittany Silverman

By 
Lawrence B. Seidman