

Division of Corporations

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W900054947

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To: Division of Corporations
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MERGER OR SHARE EXCHANGE
HOLLYWOOD PLAZA GARAGE REALTY, LLC

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$167.50

RECEIVED

2019 MAR 15 PM 12:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

19 MAR 15 AM 11:29

FILED

MAR 18 2019

S. YOUNG

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ARTICLES OF MERGER
OF
WALLACK PARKING, LLC
AND
8050 I DRIVE REALTY, LLC
WITH
HOLLYWOOD PLAZA GARAGE REALTY, LLC

RECEIVED
TALLAHASSEE, FLORIDA

19 MAR 15 AM 11:30

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The following Articles of Merger are submitted to merge the following Limited Liability Companies in accordance with s. 605.1025, Florida Statutes.

FIRST: The legal name, jurisdiction of formation or organization, and entity type for each merging entity are as follows:

<u>Legal Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
WALLACK PARKING, LLC	Florida	LLC
8050 I DRIVE REALTY, LLC	Florida	LLC
HOLLYWOOD PLAZA GARAGE REALTY, LLC	Florida	LLC

SECOND: The legal name, jurisdiction of formation or organization, and entity type for the surviving entity are as follows:

<u>Legal Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
HOLLYWOOD PLAZA GARAGE REALTY, LLC	Florida	LLC

THIRD: The plan of merger, providing for the merger of WALLACK PARKING, LLC, and 8050 I DRIVE REALTY, LLC into HOLLYWOOD PLAZA GARAGE REALTY, LLC, is attached hereto as Exhibit "A" and incorporated herein by reference as if fully set forth verbatim herein.

FOURTH: The plan of merger was duly authorized and approved by each domestic merging entity that is a limited liability company in accordance with ss. 605.1021-605.1026, Florida Statutes; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FIFTH: The surviving entity exists before the merger, is a domestic filing entity, and there is no amendment to its public organic record.

SIXTH: The surviving entity agrees to pay members with appraisal rights the amount to which members are entitled under ss.605.1006 and 605.1061-605.1072, Florida Statutes.

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SEVENTH: The effective date of the merger shall be March 15, 2019.

Service of Process in the State of Florida:

As the surviving entity is a limited liability company organized under the laws of the State of Florida, its agent for service of process continues to be the registered agent of record with the Florida Secretary of State as follows:

WHWW, Inc.
Attn: Randolph J. Rush, Esq.
329 Park Avenue North, Second Floor
Winter Park, Florida 32789

A facsimile, telecopy or other reproduction of these Articles of Merger may be executed by the parties (in counterparts or otherwise) and shall be considered valid, binding and effective for all purposes. These Articles of Merger may be executed in one or more separate counterparts, each of which, when so executed, shall be deemed to be an original. Such counterparts shall, together, constitute and shall be one and the same instrument.

[The remainder of this page intentionally left blank.]

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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of March 15, 2019.

WALLACK PARKING, LLC,
a Florida limited liability company

By: 
DAVID P. WALLACK, as Manager

8050 I DRIVE REALTY, LLC,
a Florida limited liability company

By: ORCHARD PARK ASSOCIATES LLC,
a Florida limited liability company, as
Manager

By: _____
ROBERT G. FRIEDMAN, as Manager

By: _____
BERNARD FRIEDMAN, as Manager

HOLLYWOOD PLAZA GARAGE REALTY, LLC,
a Florida limited liability company

By: 
DAVID P. WALLACK, as Manager

By: _____
ROBERT FRIEDMAN, as Manager

By: _____
BERNARD FRIEDMAN, as Manager

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((H1900088042 3))

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of March 15, 2019.

WALLACK PARKING, LLC,
a Florida limited liability company

By: _____
DAVID P. WALLACK, as Manager

8050 I DRIVE REALTY, LLC,
a Florida limited liability company

By: ORCHARD PARK ASSOCIATES LLC,
a Florida limited liability company, as
Manager

By: 
ROBERT G. FRIEDMAN, as Manager

By: 
BERNARD FRIEDMAN, as Manager

HOLLYWOOD PLAZA GARAGE REALTY, LLC,
a Florida limited liability company

By: _____
DAVID P. WALLACK, as Manager

By: 
ROBERT FRIEDMAN, as Manager

By: 
BERNARD FRIEDMAN, as Manager

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Exhibit "A"
Plan of Merger

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PLAN OF MERGER

FIRST: The legal name, jurisdiction of formation or organization, and entity type of the surviving entity are as follows:

<u>Legal Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
HOLLYWOOD PLAZA GARAGE REALTY, LLC	Florida	LLC

SECOND: The legal name, jurisdiction of formation or organization, and entity type for each merging entity are as follows:

<u>Legal Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
WALLACK PARKING, LLC	Florida	LLC
8050 I DRIVE REALTY, LLC	Florida	LLC
HOLLYWOOD PLAZA GARAGE REALTY, LLC	Florida	LLC

THIRD: The terms and conditions of the merger are as follows:

WALLACK PARKING, LLC and 8050 I DRIVE REALTY, LLC will be merged into HOLLYWOOD PLAZA GARAGE REALTY, LLC, as the surviving Florida limited liability company, and the merger will be effective as of midnight on the 15th day of March, 2019. The operating agreement of HOLLYWOOD PLAZA GARAGE REALTY, LLC will be the operating agreement of the surviving entity.

FOURTH: The manner and basis of converting the membership interests of each limited liability company into membership interests, obligations or other securities of the surviving limited liability company or any other limited liability company or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire membership interests of each limited liability company into rights to acquire membership interests, obligations, or other securities of the surviving or any other limited liability company or, in whole or in part, into cash or other property are as follows:

All ownership interests of WALLACK PARKING, LLC, 8050 I DRIVE REALTY, LLC, and of HOLLYWOOD PLAZA GARAGE REALTY, LLC, as of the date of the merger shall be converted into membership interests of the surviving entity and shall be as set forth on Exhibit "A" attached hereto.

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EXHIBIT "A"

NAME OF MEMBER	PERCENTAGE OF OWNERSHIP
DJW I Drive Orlando, LLC	33.334%
The Bernard Friedman 2014 Grantor Trust	33.333%
The Robert G. Friedman 2014 Grantor Trust	33.333%

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