

MO5000002195

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

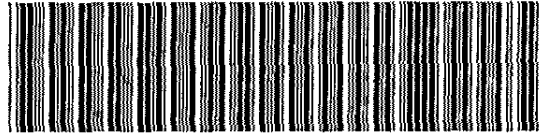
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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EFFECTIVE DATE  
5/5/05

RECEIVED  
05 APR 29 PM 4:38  
DIVISION OF CORPORATION

FILED  
05 APR 29 AM 8:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CT CORPORATION

April 29, 2005

Department of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 6355075 SO  
Customer Reference 1: 47835-13  
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

2390 Belcher Rd., LLC (FL)  
Merger (Discontinuing Company)  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell  
Fulfillment Specialist  
Ashley\_Mitchell@cch-lis.com

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

EFFECTIVE DATE  
5/5/05

FILED  
05 APR 29 AM 8:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please  
Stamp  
Second Cover  
copy  
as  
"received"

RECEIVED DATE  
5/5/05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
05 APR 29 AM 8:20  
FILED

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. 2390 Belcher Rd., LLC	Florida	LLC
Florida Document/Registration Number: L01000021969		FEI Number: 383640099
2.		
Florida Document/Registration Number:		FEI Number:
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
2390 Belcher Merger, LLC	Delaware	LLC
One Towne Square		
26100 Northwestern Hwy., Ste. 1913		
Southfield, Michigan 48076		
Florida Document/Registration Number: <u>M05000002195</u>		FEI Number: <u>N/A</u>

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

**OR**

May 5, 2005

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

**(Note: Please see instructions for required signatures.)**

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
-----------------------	---------------------	--

2390 Belcher Rd., LLC

\*See attached signature page

2390 Belcher Merger, LLC

\*See attached signature page

(Attach additional sheet(s) if necessary)

[Signature Page]

2390 BELCHER RD., LLC,  
a Florida limited liability company

By: Seligman FLP, Inc., its Manager

By: Sandra Seligman  
Sandra Seligman, Secretary and Treasurer

2390 BELCHER MERGER, LLC,  
a Delaware limited liability company

By: Seligman FLP, Inc., its Manager

By: Sandra Seligman  
Sandra Seligman, Secretary and Treasurer

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of April 29, 2005 (this "Agreement"), between 2390 BELCHER RD., LLC, a Florida limited liability company (the "FL LLC"), located at One Towne Square, 26100 Northwestern Highway, Suite 1913, Southfield, MI 48076, and 2390 BELCHER MERGER, LLC, a Delaware limited liability company (the "Delaware LLC"), located at One Towne Square, 26100 Northwestern Highway, Suite 1913, Southfield, MI 48076.

### WITNESSETH:

WHEREAS, Section 18-209 of the Delaware Limited Liability Company Act, 6 Del.C. § 18-101, et seq. (the "Delaware Act") and Section 608.438 of the Florida Limited Liability Company Act, Fla. Stat. Ann. § 608.401, et seq. (the "FL Act") authorize the merger of a Florida limited liability company with and into a Delaware limited liability company;

WHEREAS, the FL LLC and the Delaware LLC now desire to merge (the "Merger"), following which the Delaware LLC shall be the surviving entity;

WHEREAS, each of the members of the FL LLC has approved this Agreement and the consummation of the Merger; and

WHEREAS, each of the members of the Delaware LLC has approved this Agreement and the consummation of the Merger;

NOW THEREFORE, the parties hereto hereby agree as follows:

### ARTICLE I

#### THE MERGER

##### SECTION 1.01. The Merger.

(a) On or about April 29, 2005, after satisfaction or, to the extent permitted hereunder, waiver of all conditions to the Merger, as the FL LLC and the Delaware LLC shall determine, the Delaware LLC, which shall be the surviving entity, shall file (i) a certificate of merger substantially in the form of Exhibit 1 hereto (the "Certificate of Merger") with the Secretary of State of the State of Delaware and make all other filings or recordings required by Delaware law in connection with the Merger and (ii) articles of merger substantially in the form of Exhibit 2 hereto (the "Articles of Merger") with the Secretary of State of the State of Florida and make all other filings or recordings required by Florida law in connection with the Merger. The Merger shall become effective at such

Agreement and Plan of Merger

time as is specified in the Certificate of Merger (the "Effective Time").

(b) At the Effective Time, the FL LLC shall be merged with and into the Delaware LLC, whereupon the separate existence of the FL LLC shall cease, and the Delaware LLC shall be the surviving entity of the Merger (the "Surviving LLC") in accordance with Section 18-209 of the Delaware Act and Section 92A.250 of the FL Act.

SECTION 1.02. Exchange of Interests. At the Effective Time:

(a) At the Effective Time: (i) each limited liability company interest in the FL LLC outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the identical limited liability company interests of the Surviving LLC; and (ii) each limited liability company interest in the Delaware LLC outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, remain unchanged and continue to remain outstanding as a limited liability company interest in the Surviving LLC.

(b) At the Effective Time, no outstanding rights exist to acquire any limited liability company interests in either the FL LLC or the Delaware LLC.

ARTICLE II

THE SURVIVING LIMITED LIABILITY COMPANY

SECTION 2.01. Certificate of Formation and Limited Liability Company Agreement. The certificate of formation, as amended by the Certificate of Merger, of the Delaware LLC in effect at the Effective Time shall be the certificate of formation of the Surviving LLC unless and until amended in accordance with applicable law. The members of Surviving LLC shall enter into an Amended and Restated Limited Liability Company Agreement as previously agreed to by the Members. The name of the Surviving LLC shall be 2390 Belcher Rd., LLC (as amended by the Certificate of Merger pursuant to Section 18-209(c)(4) of the Delaware Act). The management of the Surviving LLC is vested in Seligman FLP, Inc. (the "Manager") whose address is One Towne Square, 26100 Northwestern Highway, Suite 1913, Southfield, Michigan 48076.

ARTICLE III

TRANSFER AND CONVEYANCE OF ASSETS  
AND ASSUMPTION OF LIABILITIES

SECTION 3.01. Transfer, Conveyance and Assumption. At the Effective Time, the Delaware LLC shall continue in existence as the Surviving LLC, and without further transfer, succeed to and possess all of the rights, privileges and powers of the FL

Agreement and Plan of Merger



LLC, and all of the assets and property of whatever kind and character of the FL LLC shall vest in the Delaware LLC without further act or deed; thereafter, the Delaware LLC, as the Surviving LLC, shall be liable for all of the liabilities and obligations of the FL LLC, and any claim or judgment against the FL LLC may be enforced against the Delaware LLC, as the Surviving LLC, in accordance with Section 18-209 of the Delaware Act.

SECTION 3.02. Further Assurances. If at any time the Delaware LLC shall consider or be advised that any further assignment, conveyance or assurance is necessary or advisable to vest, perfect or confirm of record in the Surviving LLC the title to any property or right of the FL LLC, or otherwise to carry out the provisions hereof, the proper representatives of the FL LLC as of the Effective Time shall execute and deliver any and all proper deeds, assignments, and assurances and do all things necessary or proper to vest, perfect or convey title to such property or right in the Surviving LLC, and otherwise to carry out the provisions hereof.

#### ARTICLE IV

##### CONDITIONS TO THE MERGER

SECTION 4.01. Conditions to the Obligations of Each Party. The obligations of the Delaware LLC and the FL LLC to consummate the Merger are subject to satisfaction of the following conditions as of the Effective Time:

(a) no provision of any applicable law or regulation and no judgment, injunction, order or decree shall prohibit the consummation of the Merger; and

(b) all actions by or in respect of or filings with any governmental body, agency, official, or authority required to permit the consummation of the Merger shall have been obtained.

#### ARTICLE V

##### MISCELLANEOUS

SECTION 5.01. Amendments; No Waivers. (a) Any provision of this Agreement may, subject to applicable law, be amended or waived prior to the Effective Time if, and only if, such amendment or waiver is in writing and signed by the Delaware LLC and the FL LLC.

(b) No failure or delay by any party hereto in exercising any right, power or privilege hereunder shall operate as a waiver thereof nor shall any single or partial exercise thereof preclude any other or further exercise thereof or the exercise of any other right, power or privilege. The rights and remedies herein provided shall be cumulative and not exclusive of any rights or remedies provided by law.

Agreement and Plan of Merger

SECTION 5.02. Integration. All prior or contemporaneous agreements, contracts, promises, representations, and statements, if any, between the FL LLC and the Delaware LLC, or their representatives, are merged into this Agreement, and this Agreement shall constitute the entire understanding between the FL LLC and the Delaware LLC with respect to the subject matter hereof.

SECTION 5.03. Successors and Assigns. The provisions of this Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

SECTION 5.04. Governing Law. This Agreement shall be construed in accordance with and governed by the laws of the State of Delaware, without giving effect to principles of conflict of laws.

SECTION 5.05. Counterparts; Effectiveness. This Agreement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. This Agreement shall become effective when each party hereto shall have received the counterpart hereof signed by the other party hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the day and year first above written.

2390 BELCHER RD., LLC,  
a Florida limited liability company

By: Seligman FLP, Inc., its Manager

By: Sandra Seligman  
Sandra Seligman, Secretary and Treasurer

2390 BELCHER MERGER, LLC,  
a Delaware limited liability company

By: Seligman FLP, Inc., its Manager

By: Sandra Seligman  
Sandra Seligman, Secretary and Treasurer

EXHIBIT 1

[CERTIFICATE OF MERGER]

EXHIBIT 1  
STATE OF DELAWARE

**CERTIFICATE OF MERGER OF A FOREIGN LIMITED LIABILITY COMPANY  
INTO A DOMESTIC LIMITED LIABILITY COMPANY**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

**First:** The name of the surviving limited liability company is 2390 Belcher Merger, LLC, a Delaware limited liability company. The jurisdiction in which 2390 Belcher Merger, LLC was formed is the State of Delaware.

**Second:** The name of the limited liability company being merged into 2390 Belcher Merger, LLC is 2390 Belcher Rd., LLC. The jurisdiction in which 2390 Belcher Rd., LLC was formed is the State of Florida.

**Third:** The Agreement and Plan of Merger has been approved and executed by the members of both limited liability companies.

**Fourth:** The name of the surviving limited liability company is amended to:

2390 Belcher Rd., LLC

**Fifth:** The executed Agreement and Plan of Merger is on file at One Towne Square, 26100 Northwestern Highway, Suite 1913, Southfield, MI 48076, the principal place of business of the surviving limited liability company.

**Sixth:** A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the surviving limited liability company and to any member or any person holding an interest in 2390 Belcher Rd., LLC, a Florida limited liability company.

**Seventh:** The merger of 2390 Belcher Rd., LLC into 2390 Belcher Merger, LLC shall be effective on May 5, 2005.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be signed by an authorized person, this \_\_\_\_ day of April, 2005.

2390 BELCHER MERGER, LLC

By: Seligman FLP, Inc., its Manager

By: \_\_\_\_\_  
Sandra Seligman, Secretary and Treasurer

DETROIT 47835-13 873776v2

EXHIBIT 2  
[ARTICLES OF MERGER]

DETROIT 47835-13 873770v2

EXHIBIT 2

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. 2390 Belcher Rd., LLC	Florida	LLC
_____	_____	_____
_____	_____	_____
Florida Document/Registration Number: L01000021969	_____	FEI Number: 383640099
2. _____	_____	_____
_____	_____	_____
_____	_____	_____
Florida Document/Registration Number: _____	_____	FEI Number: _____
3. _____	_____	_____
_____	_____	_____
_____	_____	_____
Florida Document/Registration Number: _____	_____	FEI Number: _____
4. _____	_____	_____
_____	_____	_____
_____	_____	_____
Florida Document/Registration Number: _____	_____	FEI Number: _____

*(Attach additional sheet(s) if necessary)*



**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
2390 Belcher Merger, LLC	Delaware	LLC
One Towne Square		
26100 Northwestern Hwy., Ste. 1913		
Southfield, Michigan 48076		
Florida Document/Registration Number: <u>N/A</u>		FEI Number: <u>N/A</u>

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

May 5, 2005

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

(Note: Please see instructions for required signatures.)

[illegible]

(Attach additional sheet(s) if necessary)

[Signature Page]

2390 BELCHER RD., LLC,  
a Florida limited liability company

By: Seligman FLP, Inc., its Manager

By: \_\_\_\_\_  
Sandra Seligman, Secretary and Treasurer

2390 BELCHER MERGER, LLC,  
a Delaware limited liability company

By: Seligman FLP, Inc., its Manager

By: \_\_\_\_\_  
Sandra Seligman, Secretary and Treasurer