

K 36858

(Requestor's Name)

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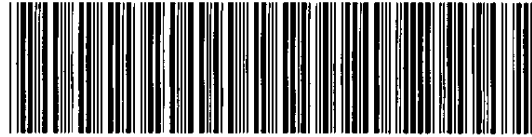
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Special Instructions to Filing Officer:

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DIVISION OF CORPORATIONS  
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T. HAMPTON

JUL - 8 2009

EXAMINER

## LAW OFFICES OF MAURICIO MAGAROLAS

Attorney and Counsellor at Law

Mauricio Magarolas, Esq.

Phone: (305) 461-9940

Fax: (305) 667-1440

E-mail: maglaw@bellsouth.net

June 10<sup>th</sup>, 2009

Florida Department of State  
Division of Corporations, Amendment Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee FL 32301

**FedEx U.S. Airbill No.:**

**8696 3454 7354**

Re: Filing of Merger  
Survivor: **Olympia Plumbing Corp., Florida corporation**  
Other Party: **Olympia Doral Properties, Florida Limited Liability Company**  
Survivor's F.E.I. No.: **650074722**  
Other Party's F.E.I. Number: **222282033**

Gentlemen:

Enclosed please find the originals, and one (1) copy of each of the following documents: 1) The Articles of Merger between the above entities; and 2) Written Consent from the Directors and Shareholders of the Survivor for the Approved Plan of Merger; and 3) Written Consent to the Merger signed by the Managing and Sole Member of the non-surviving entity. We are also enclosing our check, in the amount of \$78.75 to cover the filing fee and the costs of certification of the copies provided.

Please return all correspondence to: Law Offices of Mauricio Magarolas, Attention: Mauricio Magarolas, Esq., 3850 Galloway Road, Suite 203, Miami, Florida 33165. For further information concerning the filing, and any questions you may have please contact Mauricio Magarolas, Esq. at (305) 461-9940 (voice); (305) 778-1871 (mobile) or (305) 667-1440 (fax).

Thank you very much for your time and attention.

Sincerely,



MAURICIO MAGAROLAS, Esq.

MM:asm

cc. Roberto Jimenez

## LAW OFFICES OF MAURICIO MAGAROLAS

Attorney and Counsellor at Law

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Mauricio Magarolas, Esq.

Phone: (305) 461-9940

Fax: (305) 667-1440

E-mail: maglaw@bellsouth.net

June 30, 2009

Tammy Hampton  
Regulatory Specialist II  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee Florida 32314

Re: Olympia Plumbing Corp.  
Ref. Number K36858  
Letter Number: 809A000019968

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As per our conversation this morning you confirmed that you have the original documents of merger for the above corporation. As you instructed me, I am enclosing a copy of your letter together with a check in the amount of \$68.75 to cover the filing fees, so you can process the merger.

Thank you for your cooperation.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

June 12, 2009

MAURICIO MAGAROLAS, ESQ  
3850 GALLOWAY RD  
STE 203  
MIAMI, FL 33165-5473

SUBJECT: OLYMPIA PLUMBING CORP.  
Ref. Number: K36858

We have received your document for OLYMPIA PLUMBING CORP., however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$68.75.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton  
Regulatory Specialist II

Letter Number: 809A00019968

## 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, the street address of its principal offices, the jurisdiction and entity type for each merging party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
1. Olympia Plumbing Corp. 6650 N.W. 77 <sup>th</sup> Court Miami FL 33166-2711	Florida	Corporation
2. Olympia Doral Properties, Limited Liability Company 6650 N.W. 77 <sup>th</sup> Court Miami FL 33166-2711	Florida	Limited Liability Company

<u>Florida Document/Registration No.:</u>	<u>F.E.I. Number</u>
1. K36858	650074722
2. L07000126546	222282033

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Olympia Plumbing Corp. 6650 N.W. 77 <sup>th</sup> Court Miami FL 33166-2711	Florida	Corporation

<u>Florida Document/Registration No.:</u>	<u>F.E.I. Number</u>
K36858	650074722

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108; 608.438, and/or 620.201, Florida Statutes and it has been approved by the domestic corporation, as well as by the limited liability company who are the parties to the merger, in accordance with Chapter(s) 607; 608; 617, and/or 620 of the Florida Statutes.

**FOURTH:** There are no other entities involved in, or that is a party to the merger, except those which are set forth in the First of these Articles.

**FIFTH:** The surviving entity, Olympia Plumbing Corp., has obtained the written consent for this merger, from each shareholder, of each class of stock authorized and issued by it.

**SIXTH:** The merger is not prohibited under the terms of any agreement among the shareholders of the surviving entity, or under the terms of any management agreement between the members of the limited liability company who are the respective parties to the merger:

**SEVENTH:** The merger shall be effective as of the date these Articles of Merger are filed with the Division of Corporations, of the Florida Secretary of State's Office.

Signed this 29<sup>th</sup> day of MAY, 2009

*Signed and sealed in our presence:*

Carlos A. Alvarado  
CARLOS A. ALVARADO  
(Please print the name of the witness on this line)

Rodolfo A. Varela  
RODOLFO A. VARELA  
(Please print the name of the witness on this line)

OLYMPIA PLUMBING CORP., a  
Florida corporation,

By: Roberto Jimenez  
ROBERTO JIMENEZ, President

*Signed and sealed in our presence:*

Carlos A. Alvarado  
CARLOS A. ALVARADO  
(Please print the name of the witness on this line)

Rodolfo A. Varela  
RODOLFO A. VARELA  
(Please print the name of the witness on this line)

OLYMPIA DORAL PROPERTIES,  
LIMITED LIABILITY COMPANY,  
a Florida limited liability company,

By: Roberto Jimenez  
ROBERTO JIMENEZ, Managing  
Member

**WRITTEN CONSENT BY SHAREHOLDERS AND  
MEMBERS OF THE CURRENT BOARD OF DIRECTORS  
TO PLAN OF MERGER**

The undersigned, being the holders of all of the authorized, issued and outstanding shares of stock of **OLYMPIA PLUMBING CORP.**, a Florida corporation, and all of the members of its current Board of Directors, do give up the right to any type of notice of a special joint meeting of shareholders and directors of the Corporation, and by signing this document the undersigned do give their consent, without a meeting, and without a vote, to the following plan of merger

**PLAN OF MERGER**

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
1. Olympia Plumbing Corp. 6650 N.W. 77 <sup>th</sup> Court Miami FL 33166-2711	Florida	Corporation
2. Olympia Doral Properties, Limited Liability Company 6650 N.W. 77 <sup>th</sup> Court Miami FL 33166-2711	Florida	Limited Liability Company

**Florida Document/Registration No.:**

1. K36858
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**F.E.I. Number**

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

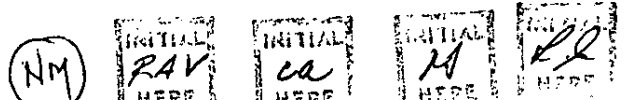
<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Olympia Plumbing Corp. 6650 N.W. 77 <sup>th</sup> Court Miami FL 33166-2711	Florida	Corporation

**Florida Document/Registration No.:**

K36858

**F.E.I. Number**

650074722



**THIRD:** The purpose, terms and conditions of merger are: to acquire a valuable asset for the Corporation, consisting of the improved real property (*the "Asset"*) presently occupied by the Corporation as its principal place of business, located at 6650 N.W. 77<sup>th</sup> Court, Miami, Florida 33166, by consolidating the current titleholder, Olympia Doral Properties, Limited Liability Company with the Corporation. All shareholders of the Corporation shall keep the number of shares currently held by each, and no transfer of shares of the Corporation will be necessary. The Asset, which has 25,363 adjusted square foot building on a 38,833 square foot lot, was acquired in early 2008 for 2.6 Million Dollars, and its improvements have since been substantially refurbished and updated.

---

## NOTICE

*If this Plan of Merger is effected, the shareholders who do not agree with it have the right to dissent under Florida law. Dissenting shareholders, if they comply with the portions of the Florida Corporation Act regarding appraisal rights, may be entitled to be paid the fair value of their respective shares. Copies of section(s) 607.1301, and 607.1333, Florida Statutes, dealing with the appraisal rights of dissenting shareholders are attached to this Plan of Merger. By signing this document we acknowledge the receipt of copies of the said section(s) which deal with appraisal rights.*

---

DATED at Miami-Dade County, Florida, this 21<sup>st</sup> day of March, 2009.

  
ROBERTO JIMENEZ

  
CARLOS ALVARADO

  
LUCIANO JIMENEZ

  
NESTOR MORALES

  
RODOLFO VARELA

Select Year: 2008 Go

## The 2008 Florida Statutes

Title XXXVI  
BUSINESS ORGANIZATIONS

Chapter 607  
CORPORATIONS

[View Entire Chapter](#)

**607.1301 Appraisal rights; definitions.**--The following definitions apply to ss. 607.1302-607.1333:

(1) "Affiliate" means a person that directly or indirectly through one or more intermediaries controls, is controlled by, or is under common control with another person or is a senior executive thereof. For purposes of s. 607.1302(2)(d), a person is deemed to be an affiliate of its senior executives.

(2) "Beneficial shareholder" means a person who is the beneficial owner of shares held in a voting trust or by a nominee on the beneficial owner's behalf.

(3) "Corporation" means the issuer of the shares held by a shareholder demanding appraisal and, for matters covered in ss. 607.1322-607.1333, includes the surviving entity in a merger.

(4) "Fair value" means the value of the corporation's shares determined:

(a) Immediately before the effectuation of the corporate action to which the shareholder object

(b) Using customary and current valuation concepts and techniques generally employed for similar businesses in the context of the transaction requiring appraisal, excluding any appreciation or depreciation in anticipation of the corporate action unless exclusion would be inequitable to the corporation and its remaining shareholders.

(c) For a corporation with 10 or fewer shareholders, without discounting for lack of marketability or minority status.

(5) "Interest" means interest from the effective date of the corporate action until the date of payment, at the rate of interest on judgments in this state on the effective date of the corporate action.

(6) "Preferred shares" means a class or series of shares the holders of which have preference over any other class or series with respect to distributions.

(7) "Record shareholder" means the person in whose name shares are registered in the records of the corporation or the beneficial owner of shares to the extent of the rights granted by a nominee certificate on file with the corporation.

(8) "Senior executive" means the chief executive officer, chief operating officer, chief financial officer,

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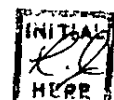
or anyone in charge of a principal business unit or function.

(9) "Shareholder" means both a record shareholder and a beneficial shareholder.

History.--s. 118, ch. 89-154; s. 21, ch. 2003-283; s. 2, ch. 2005-267.

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## The 2008 Florida Statutes

Title XXXVI  
BUSINESS ORGANIZATIONS

Chapter 607  
CORPORATIONS

[View Entire Chapter](#)

607.1333 Limitation on corporate payment.--

(1) No payment shall be made to a shareholder seeking appraisal rights if, at the time of payment, the corporation is unable to meet the distribution standards of s. 607.06401. In such event, the shareholder shall, at the shareholder's option:

(a) Withdraw his or her notice of intent to assert appraisal rights, which shall in such event be deemed withdrawn with the consent of the corporation; or

(b) Retain his or her status as a claimant against the corporation and, if it is liquidated, be subordinated to the rights of creditors of the corporation, but have rights superior to the shareholders not asserting appraisal rights, and if it is not liquidated, retain his or her right to be paid for the shares, which right the corporation shall be obliged to satisfy when the restrictions of this section do not apply.

(2) The shareholder shall exercise the option under paragraph (1)(a) or paragraph (b) by written notice filed with the corporation within 30 days after the corporation has given written notice that the payment for shares cannot be made because of the restrictions of this section. If the shareholder fails to exercise the option, the shareholder shall be deemed to have withdrawn his or her notice of intent to assert appraisal rights.

History.--s. 32, ch. 2003-283.

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**WRITTEN CONSENT TO MERGER  
BY FLORIDA LIMITED LIABILITY COMPANY**

**ROBERTO JIMENEZ**, the undersigned, being the Managing Member of Olympia Doral Properties, Limited Liability Company, submits this Written Consent to Merger with Olympia Plumbing Corp., a Florida corporation. The following Written Consent is being submitted in accordance with section(s) 607.1109; 608.4382 and/or 620.203, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
1. Olympia Plumbing Corp. 6650 N.W. 77 <sup>th</sup> Court Miami FL 33166-2711	Florida	Corporation
2. Olympia Doral Properties, Limited Liability Company 6650 N.W. 77 <sup>th</sup> Court Miami FL 33166-2711	Florida	Limited Liability Company

**Florida Document/Registration No.:**

1. K36858
2. L07000126546

**F.E.I. Number**

650074722  
222282033

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Olympia Plumbing Corp. 6650 N.W. 77 <sup>th</sup> Court Miami FL 33166-2711	Florida	Corporation

**Florida Document/Registration No.:**

K36858

**F.E.I. Number**

650074722

**THIRD:** The Plan of Merger meets the requirements of section(s) 607.1108; 608.438, and/or 620.201, Florida Statutes and it has been approved by the domestic corporation, as well as by the

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limited liability company who are the parties to the merger, in accordance with Chapter(s) 607; 608; 617, and/or 620 of the Florida Statutes.

**FOURTH:** The purpose of the Merger is to allow the acquisition, by Olympia Plumbing Corp., as surviving entity of a valuable asset for the Corporation, consisting of the improved real property (the "Asset") presently occupied by the Corporation as its principal place of business, located at 6650 N.W. 77<sup>th</sup> Court, Miami, Florida 33166, by consolidating the current titleholder, Olympia Doral Properties, Limited Liability Company with the Corporation. The Asset, which has 25,363 adjusted square foot building on a 38,833 square foot lot, was acquired in early 2008 for 2.6 Million Dollars, and its improvements have since been substantially refurbished and updated.

**FIFTH:** There are no other entities involved in, or that is a party to the merger, except those which are set forth in this Written Consent.

**SIXTH:** The surviving entity, Olympia Plumbing Corp., has obtained the written consent for this merger, from each shareholder, of each class of stock authorized and issued by it.

**SEVENTH:** The merger is not prohibited under the terms of any agreement among the shareholders of the surviving entity, or under the terms of any management agreement between the members of the limited liability company who are the respective parties to the merger.

**EIGHTH:** The merger shall be effective as of the date these Articles of Merger are filed with the Division of Corporations, of the Florida Secretary of State's Office.

Signed this 31 day of March, 2009

Signed and sealed in our presence:

Carlos A. Aguilar

CARLOS A. AGUILAR

(Please print the name of the witness on this line)

Rodolfo A. Varela

RODOLFO A. VARELA

(Please print the name of the witness on this line)

OLYMPIA DORAL PROPERTIES,  
LIMITED LIABILITY COMPANY,

ROBERTO JIMENEZ,  
Managing Member

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