

L0000000000229

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

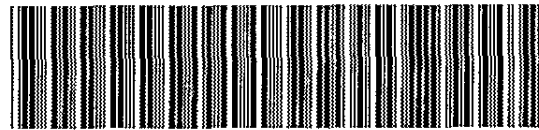
(Document Number)

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

Special Instructions to Filing Officer:

File 1st 12/30  
merger  
L-229

Office Use Only



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RECEIVED  
02 DEC 30 AM 9 24  
DIVISION OF CORPORATION

FILED  
02 DEC 30 PM 3:08  
DIVISION OF CORPORATION

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Harborview Investors, LLC

please  
file  
1/31

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name

Date

Time

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

\_\_\_\_ Art of Inc. File \_\_\_\_\_

\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_ Trade/Service Mark \_\_\_\_\_

✓ \_\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

\_\_\_\_ Cert. Copy \_\_\_\_\_

✓ \_\_\_\_\_ Photo Copy \_\_\_\_\_

\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

\_\_\_\_ Courier \_\_\_\_\_

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

MAH HARBORVIEW HOLDINGS, LLC, L00000000228, A Florida Limited  
Liability Company

,

into

**HARBORVIEW INVESTORS, LLC**, a Florida entity L00000000229

File date: December 30, 2002

Corporate Specialist: Michelle Hodges

**ARTICLES OF MERGER**

OF

MAH Harborview Holdings, LLC, a Florida limited liability company,

into

Harborview Investors, LLC, a Florida limited liability company

FILED  
02 DEC 30 PM 3:08  
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER** between MAH Harborview Holdings, LLC., a Florida limited liability company ("MAH") and Harborview Investors, LLC, a Florida limited liability company ("Harborview").

Pursuant to §608.438 of the Florida Limited Liability Company Act (the "Act") MAH Harborview Holdings, LLC, and Harborview Investors, LLC, adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated December 27, 2002, ("Plan of Merger"), between MAH Harborview Holdings, LLC, and Harborview Investors, LLC, was approved and adopted by the managing members and by the written consent of a majority of the members (the vote of each member having been weighed in accordance with §608.4231 of the Act) of both MAH Harborview Holdings, LLC, and Harborview Investors, LLC, on December 27, 2002.

2. Pursuant to the Plan of Merger, all of the sole membership interest in MAH Harborview Holdings, LLC will be acquired by means of a merger of MAH Harborview Holdings, LLC, into Harborview Investors, LLC, the surviving limited liability company ("Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if herein fully set forth.

4. The Amended and Restated Articles of Organization of the surviving limited liability company are attached as Exhibit B to the Plan of Merger and incorporated by reference as if herein fully set forth.

5. The name and address of the managing member of the surviving limited liability company is:

John Holden  
c/o Gerald K. Holstein, C.P.A.  
8320 W. Sunrise Blvd., Ste. 108  
Plantation, FL 33322

6. The name and address of the registered agent of the surviving limited liability company shall continue to be:

Gerald K. Holstein, C.P.A.  
8320 W. Sunrise Blvd., Ste. 108  
Plantation, FL 33322

7. Pursuant to §608.409 of the Act, the date and time of the effectiveness of the Merger Exchange shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

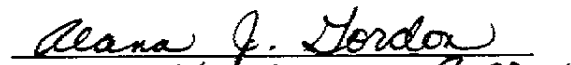
IN WITNESS WHEREOF, the parties have set their hands this 27th day of December, 2002.

Witness:

MAH Harborview Holdings, LLC,  
a Florida limited liability company

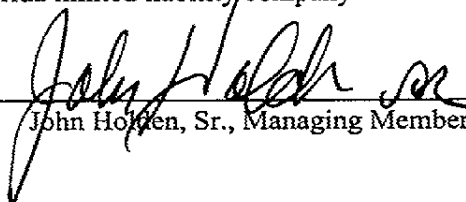
  
Printed Name: GERALD K. HOLSTEIN

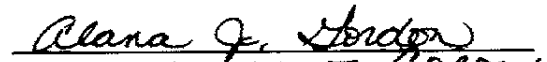
By:   
Mary Ann Holden, Managing Member

  
Printed Name: ALANA J. GORDON

Harborview Investors, LLC,  
a Florida limited liability company

  
Printed Name: GERALD K. HOLSTEIN

By:   
John Holden, Sr., Managing Member

  
Printed Name: ALANA J. GORDON

**STATEMENT OF CONSENT TO ACTION IN LIEU OF MEETING  
BY MEMBERS  
OF  
HARBORVIEW INVESTORS, LLC**

The undersigned, holding membership interests in Harborview Investors, LLC, a Florida limited liability company, pursuant to §608.4231, Fla. Stat., do hereby waive notice of meeting pursuant to §608.4231, Fla. Stat., and notification pursuant to §608.4381, Fla. Stat., and do hereby consent to and take the following action in lieu of holding a meeting of the members of the company, to have the same effect as action taken at a duly called meeting of shareholders at which all shares were present and voting:

1. The Articles of Merger and Plan of Merger of MAH Harborview Holdings, LLC, into Harborview Investors, LLC, are hereby accepted and approved.
2. The Amended and Restated Articles of Organization of Harborview Investors, LLC, as the surviving limited liability company of the merger are hereby accepted and approved.
3. The Amended and Restated Operating Agreement of Harborview Investors, LLC, as the surviving limited liability company of the merger is hereby accepted and approved.

Dated: December 27, 2002

DAN PARKS  
Printed Name: Dan Parks Jr

Dated: December 27, 2002

MARY PARKS  
Printed Name: Mary Parks

Dated: December 27, 2002

DAN PARKS SR  
Printed Name: Dan Parks Sr

Dated: December 27, 2002

CHARLOTT PARKS  
Printed Name: Charlotte Parks

Dated: December 27, 2002

Printed Name: \_\_\_\_\_

Dated: December 27, 2002

Printed Name: \_\_\_\_\_

Dated: December 27, 2002

Printed Name: \_\_\_\_\_

Dated: December 27, 2002


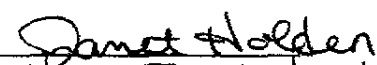
Printed Name: \_\_\_\_\_

**STATEMENT OF CONSENT TO ACTION IN LIEU OF MEETING  
BY MEMBERS  
OF  
HARBORVIEW INVESTORS, LLC**

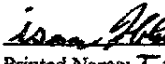
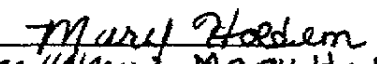
The undersigned, holding membership interests in Harborview Investors, LLC, a Florida limited liability company, pursuant to §608.4231, Fla. Stat., do hereby waive notice of meeting pursuant to §608.4231, Fla. Stat., and notification pursuant to §608.4381, Fla. Stat., and do hereby consent to and take the following action in lieu of holding a meeting of the members of the company, to have the same effect as action taken at a duly called meeting of shareholders at which all shares were present and voting:

1. The Articles of Merger and Plan of Merger of MAH Harborview Holdings, LLC, into Harborview Investors, LLC, are hereby accepted and approved.
2. The Amended and Restated Articles of Organization of Harborview Investors, LLC, as the surviving limited liability company of the merger are hereby accepted and approved.
3. The Amended and Restated Operating Agreement of Harborview Investors, LLC, as the surviving limited liability company of the merger is hereby accepted and approved.

Dated: December 27, 2002

   
Printed Name: Peter Holden Janet Holden

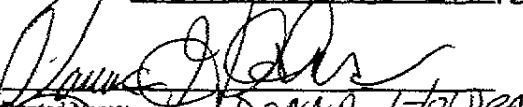
Dated: December 27, 2002

   
Printed Name: Isaac Holden Mary Holden

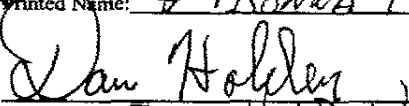
Dated: December 27, 2002

   
Printed Name: THOMAS JAMES Christina James

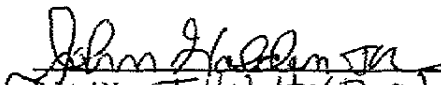
Dated: December 27, 2002

  
Printed Name: THOMAS HOLDEN

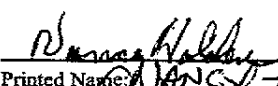
Dated: December 27, 2002

  
Printed Name: DAN HOLDEN

Dated: December 27, 2002

  
Printed Name: JOHN HOLDEN

Dated: December 27, 2002

  
Printed Name: NANCY HOLDEN

Dated: December 27, 2002

Printed Name: \_\_\_\_\_

## PLAN OF MERGER

Merger between Harborview Investors, LLC, a Florida limited liability company, (the "Surviving Company") and MAH Harborview Holdings, LLC, (the "Disappearing Company"), (collectively the "Constituent Companies"). This Merger is being effected pursuant to this Plan of Merger (the "Plan") in accordance with §608.438, et seq. of the Florida Limited Liability Company Act (the "Act").

1. Articles of Organization. The Articles of Organization of the Surviving Company, as in effect immediately before the Effective Date, as amended and restated in Exhibit "B" attached hereto and by this reference herein incorporated, shall be the Articles of Organization of the Surviving Company until further amended as provided by law.

2. Distribution to Members of the Constituent Companies. Upon the Effective Date, the membership interest of the sole member of the Disappearing Company shall without more be converted into and exchanged for a Seventeen and 59/100ths percent (17.59%) membership interest in the Surviving Company in accordance with this Plan. Each membership interest in the Surviving Company issued and outstanding on the Effective Date shall continue as an outstanding membership interest in the Surviving Company.

3. Satisfaction of Rights of Disappearing Company's Sole Membership Interest. All membership interests of the Surviving Company's members into which membership interests in Disappearing Company have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted membership interests.

4. Effect of Merger. On the Effective Date, the separate existence of the Disappearing Company shall cease, and Surviving Company shall be fully vested in the Disappearing Company's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §608.438 of the Act.

5. Supplemental Action. If at any time after the Effective Date the Surviving Company shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Company or Disappearing Company, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Company, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Company, or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, the Disappearing Company and the Surviving Company shall cause their respective managing members to execute Articles of Merger in the form attached to this Agreement as Exhibit "B" and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Company to the Florida Secretary of State. In accordance with §608.409 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Companies which is, or the members of which are, entitled to the benefit thereof by action taken by the managing members of such party, or may be amended or modified in whole or in part at any time before the vote of the members of the Constituent Companies by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §608.438 of the Act.

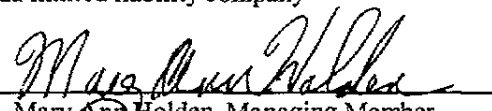
8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the managing members of both Constituent Companies, notwithstanding favorable action by the members of the respective Constituent Companies.


IN WITNESS WHEREOF, the parties have set their hands this 27th day of December, 2002.

Witness:

MAH Harborview Holdings, LLC,  
a Florida limited liability company

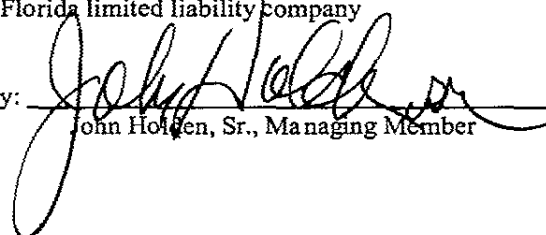
  
Printed Name: GERALD K. HOLSTEIN

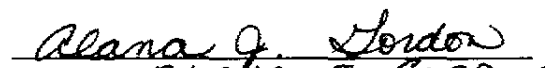
By:   
Mary Ann Holden, Managing Member

  
Printed Name: ALANA J. GORDON

Harborview Investors, LLC,  
a Florida limited liability company

  
Printed Name: GERALD K. HOLSTEIN

By:   
John Holden, Sr., Managing Member

  
Printed Name: ALANA J. GORDON