

# L00000009142

WECHSLER  
SELZER  
&  
GURVITCH  
C H A R T E R E D

August 22, 2000

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

100003373411--1  
-09/15/00--01090--019  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Holtzman Family, LLC  
Our File No: 8183-1

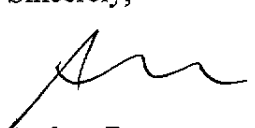
100003373411--1  
-08/25/00--01075--002  
\*\*\*\*\*25.00 \*\*\*\*\*25.00

Dear Clerk:

Enclosed please find Articles of Merger for the above mentioned LLC. Also enclosed is a check for \$25.00 the required filing fees.



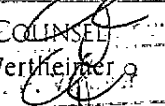
If you have any questions regarding this matter, do not hesitate to contact me.

Sincerely,

  
Andrea Bryan  
Paralegal

FILED  
09 SEP 5 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

200-9142  
9-18

Name	OR 9-18
Availability	
Signature	
Signature	
Signature	

OF COUNSEL  
Marc Wertheimer

Neil Gurvitch o ★  
Carlton T. Obecnycy o ■  
H. Mark Rabin o  
Robert S. Selzer o ▲  
David A. Wechsler o  
Elyse L. Wolf o ■  
James G. Dattaro o ◆  
David P. Blackwood o  
Sara Barr Entis ■  
Richard D. Mirsky o

LAW OFFICES  
4550 Montgomery Avenue  
Suite 900  
Bethesda, MD 20814-3324  
301-986-9600  
Fax 301-986-1301  
e-mail wsg@wsglaw.com

o Also admitted in D.C.  
★ Also admitted in New York  
■ Also admitted in Virginia  
▲ Also admitted in Florida  
◆ Also admitted in Connecticut



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 5, 2000

ANDREA BRYAN  
WECHSLER SELZER & GURVITCH  
4550 MONTGOMERY AVENUE, SUITE 900  
BETHESDA, MD 20814-3324

SUBJECT: THE HOLTZMAN FAMILY, LLC  
Ref. Number: L00000009142

We have received your document for THE HOLTZMAN FAMILY, LLC and check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	25.00
For each Corporation:	35.00
For each General Partnership:	25.00
All Others:	No Charge

Please return your document, along with 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) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 600A00046929

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NO SEP 15 PM 5:00

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

THE HOLTZMAN FAMILY, LLC a non-qualified District of Columbia entity

into

**THE HOLTZMAN FAMILY, LLC**, a Florida entity L00000009142

File date: September 15, 2000

Corporate Specialist: Tammi Cline

## 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. <u>Holtzman Family, LLC</u> <u>3900 Watson Place, NW</u> <u>Building A, Apartment 5 H</u> <u>Washington, DC 20016</u>	<u>District of Columbia</u>	<u>limited liability Co.</u>
Florida Document/Registration Number: <u>N/A</u>		FEI Number: <u>52-2063981</u>
2. <u>The Holtzman Family, LLC</u> <u>307 Baltimore Road</u> <u>Rockville, MD 20850</u>	<u>Florida</u>	<u>limited liability Co.</u>
Florida Document/Registration Number: <u>L00000009142</u>		FEI Number: <u>Upon merger will use</u> <u>52-2063981</u>
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

(Attach additional sheet(s) if necessary)

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**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>
The Holtzman Family, LLC 307 Baltimore Road Rockville, MD 20850	Florida	limited liability Co.
Florida Document/Registration Number: <u>L00000009142</u>	FEI Number: <u>Upon merge(will use</u>	<u>52-2063981</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.

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

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

OR

(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.)

Name of Entity \_\_\_\_\_ Signature(s) \_\_\_\_\_ Typed or Printed Name of Individual \_\_\_\_\_

Holtzman Family, LLC  
(District of Columbia)

Signature(s) \_\_\_\_\_

Typed or Printed Name of Individual

Collette Holtzman, Member

Callie H. Holtz

The Holtzman Family, LLC  
(Florida)

Signature(s) \_\_\_\_\_

~~Collette Holtzman, Member~~

Collette Hathorn

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00 SEP 15 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

(Attach additional sheet(s) if necessary)

ARTICLES OF MERGER  
OF  
HOLTZMAN FAMILY, LLC  
(a District of Columbia Limited Liability Company)  
AND  
HOLTZMAN FAMILY, LLC  
(a Florida Limited Liability Company)

Pursuant to the provisions of Title 29, Chapter 13 of the District of Columbia Code, the undersigned domestic and foreign limited liability companies adopt the following Articles of Merger for the purpose of merging them into one foreign limited liability company:

FIRST: The names of the undersigned Companies and the States, including the District of Columbia, under the laws of which they are respectively organized are: —

<u>Name of Corporation</u>	<u>State</u>
HOLTZMAN FAMILY, LLC	District of Columbia
THE HOLTZMAN FAMILY, LLC (Survivor)	Florida

SECOND: An Agreement and Plan of Merger was approved and executed by each constituent limited liability company which is to merge. —

THIRD: The name of the surviving foreign limited liability company and the address of its principal office under the laws of the jurisdiction under which it was formed or organized are: **THE HOLTZMAN FAMILY, LLC, 307 Baltimore Road, Rockville, MD 20850.**

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TALLAHASSEE, FLORIDA

FOURTH: The Agreement of Merger is on file at the principal office of the surviving limited liability company.

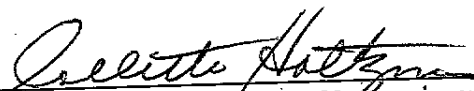
FIFTH: A copy of the Agreement of Merger will be furnished by the surviving foreign limited liability company, on request and without cost, to any member of any constituent limited liability company which is a party to the merger/consolidation.

IN WITNESS WHEREOF, the Florida limited liability company and the District of Columbia limited liability company have caused these Articles of Merger to be executed on their respective behalf by their respective duly authorized members all as the 22<sup>nd</sup> day of August, 2000, and the undersigned, under the penalties of perjury, acknowledge the foregoing facts to be true and the act and deed of each respective limited liability company.

WITNESS:

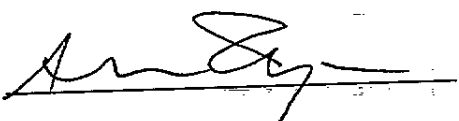
HOLTZMAN FAMILY, LLC  
(a District of Columbia  
limited liability company)

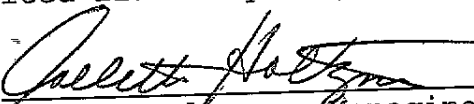
  
Andrea Bryan

By:   
Collette Holtzman, Managing Member

WITNESS:

THE HOLTZMAN FAMILY, LLC  
(a Florida  
limited liability company)



By:   
Collette Holtzman, Managing Member

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NO SEP 15 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



AGREEMENT AND PLAN

OF

MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 22<sup>nd</sup> day of August, 2000 by and between HOLTZMAN FAMILY, LLC, a District of Columbia limited liability company (hereinafter referred to as "Target") and THE HOLTZMAN FAMILY, LLC, a Florida limited liability company (hereinafter referred to as "Survivor"). <sup>LOS-9142</sup>

WITNESSETH

WHEREAS, the Members of Survivor and Members of Target have resolved that Survivor and Target be merged under and pursuant to the laws of the District of Columbia and the State of Florida into a single limited liability company existing under the laws of the State of Florida, and that Survivor shall be the surviving company;

WHEREAS, the Members of Survivor and the Members of Target have approved the merger upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and mutual agreements, provisions, and covenants herein contained, the parties hereto do hereby agree, in accordance with Sections 607.1107, 617.1103, 608.4381 and/or 620.202, and 607.1108, 608.438 and/or 620.201 of the Florida Statutes and the Limited Liability Act

the District of Columbia, that Target shall, at the Effective Date (as hereinafter defined), be merged into Survivor, Survivor to then be the single limited liability company existing under the laws of the State of Florida. Further, the parties hereto do hereby adopt and agree to the following terms and conditions relating to the Merger and the mode of carrying the same into effect.

1. Filing of Articles of Merger; Effective Date. If this Agreement is not hereafter terminated or abandoned as permitted by the provisions hereof, then Articles of Merger shall be filed and recorded in accordance with the laws of the State of Florida and the laws of the District of Columbia. The Merger shall become effective as of the date of filing in Florida (said day hereinafter referred to as the "Effective Date").

2. Certain Effects of Merger. On the Effective Date the separate existence of Target shall cease, and Target shall be merged into Survivor which, as the surviving company, shall (a) possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all restrictions, disabilities, and duties of Target; (b) possess all property, real, personal and mixed of Target, and all debts due to Target on whatever account; and (c) assume all liabilities and debts of Target and succeed to all of its assets subject to all liens upon any such property, the debts and liabilities of Target

to be against Survivor to the same extent as if said debts and liabilities had been incurred directly by Survivor.

At any time and from time to time, after the Effective Date, the members of Survivor may, in the name of Target, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as Survivor may deem necessary or desirable in order to vest, perfect or confirm in Survivor title to and possession of all of Target's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

3. Name of Surviving Company; Articles of Organization; Operating Agreement.

3.1 Name of Surviving Company. The name of the surviving limited liability company from and after the Effective Date shall be ~~THE HOLTZMAN FAMILY, LLC~~, a Florida limited liability company.

3.2 Articles of Organization. The Certificate of Organization of Survivor as in effect on the date hereof shall from and after the Effective Date be, and continue to be the Certificate of Organization of the surviving company until changed or amended as provided by law.

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3.3 Operating Agreement. The Operating Agreement of Target, as in effect on the date hereof, shall from and after the Effective Date be, and continue to be, the Operating Agreement of the surviving company until changed or amended as provided therein.

3.4 Tax Identification Number(s). The federal tax identification number(s) assigned to Target, as in effect on the date hereof, shall from and after the Effective Date be, and continue to be, the tax identification number(s) of the Surviving Company.

3.5 Status and Conversion of Securities. The manner and basis of converting the membership interests of Target and the nature and amount of membership interest of Survivor which holders of membership interests of Target are to receive in exchange for such membership interests is as follows: Survivor and Target are wholly owned by the same Members, and Target shall be merged into Survivor with the Members of Target exchanging their respective membership interests in Target for identical membership interests in Survivor. The existing membership interests of Target shall be cancelled upon the merger occurring and upon Target liquidating, with the result that Survivor shall be the surviving limited liability company with all assets and liabilities of Target. No rights to acquire interests, shares, obligations or other securities of either Survivor or Target exist.

4. Managers. The Survivor is to be managed by one manager as follows:

Collette Holtzman  
3590 South Ocean Blvd.  
South Palm Beach, FL 33480

5. Miscellaneous.

5.1 This Agreement and Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger if the governing bodies of either Company vote to abandon this Agreement and Plan of Merger.


5.2 For convenience of the parties hereto and to facilitate the filing of this Agreement and Plan of Merger where necessary, any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original.

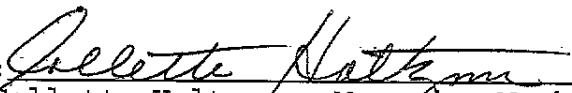
5.3 All statements required by the laws of the District of Columbia are included herein.

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TALLAHASSEE, FLORIDA

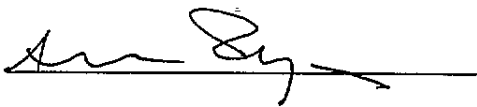
IN WITNESS WHEREOF, this Agreement has been executed by the parties hereto on the date first hereinabove written.

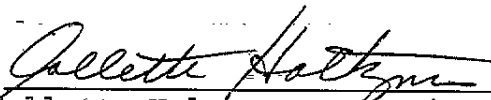
WITNESS: THE HOLTZMAN FAMILY, LLC  
(a Florida limited liability company)

  
Andrea Bryan

By:   
Collette Holtzman, Managing Member

WITNESS: THE HOLTZMAN FAMILY, LLC  
(a District of Columbia limited liability company)



By:   
Collette Holtzman, Managing Member

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00 SEP 15 PM 5:00  
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