

L02000032409

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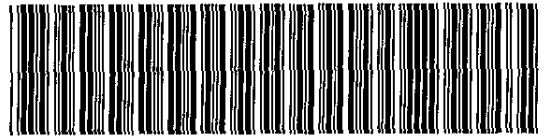
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DIVISION OF CORPORATION

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Kathi or Brent

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Hasuando, L.C. 102-32409
(Corporation Name) (Document #)

2. Hasuando, LTD. A96-2171
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS

☐ Profit

☐ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☒ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

HASVANDO, LTD., A FLORIDA LIMITED PARTNERSHIP (A96000002171

,

INTO

HASVANDO, L.C., a Florida entity, L02000032409

File date: December 9, 2002, effective January 1, 2003

Corporate Specialist: Diane Cushing

ARTICLES OF MERGER

OF HASVANDO, LTD. AND HASVANDO, L.C.

Pursuant to Florida Statutes §§ 608.4382 and 620.203 Hasvando, Ltd., a Florida limited partnership and Hasvando, L.C. adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated December 4, 2002 ("Plan of Merger"), between Hasvando, Ltd and Hasvando, L.C. was approved and adopted by a unanimous vote of the general and limited partners of Hasvando, Ltd. on December 4, 2002 in accordance with the provisions of Chapter 608 of the Florida Statutes and was adopted by the unanimous vote of the members of Hasvando, L.C. on December 4, 2002 in accordance with the provisions of Chapter 620 of the Florida Statutes.

2. Pursuant to the Plan of Merger, upon the effective date of the merger, each one percent (1%) ownership of a limited partnership interest of Hasvando, Ltd. shall within 90 days be converted into and exchanged for a one percent (1%) membership interest in Hasvando, L.C.. Also upon the effective date of the merger, the interest of the general partner of Hasvando, Ltd. shall be extinguished in accordance with the Plan of Merger. Upon the effective date of the merger, the existing interest in Hasvando, L.C. shall be converted into a one percent (1%) membership interest in Hasvando, L.C.

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

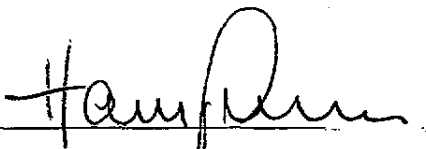
4. The date and time of the effectiveness of the Merger shall be January 1, 2003.

IN WITNESS WHEREOF, the parties have set their hands this 7th day of ^{DECEMBER} ~~November~~, 2002.

Hasvando, Ltd.

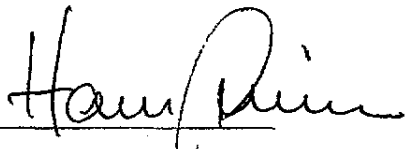
a Florida limited partnership

by G&K Management, Inc.

By: 
Its: PRESIDENT

Hasvando, L.C.

A Florida limited liability company

By: 
Its: MANAGER

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

102-32409
A96-271
Merger between Hasvando, L.C., a Florida limited liability company (the "Surviving Company.") and Hasvando, Ltd., a Florida limited liability partnership, (the "Disappearing Company"), (collectively the "Constituent Companies"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Fla. Stat. §§608.438 and 620.201.

1. Articles of Organization. The Articles of Organization of Surviving Company, as previously amended and in effect immediately before January 1, 2003, the Effective Date of the Merger (the "Effective Date"), shall, without any changes, be the Articles of Organization of the Surviving Company from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Companies. Upon the effective date of the merger, each one percent (1%) ownership of a limited partnership interest of the Disappearing Company shall without more be converted into and exchanged for a one percent (1%) membership interest in the Surviving Company, in accordance with this Plan of Merger. Also upon the effective date of the merger, the interest of the general partner of the Disappearing Company shall be extinguished in accordance with the Plan of Merger. Upon the effective date of the merger, the existing interest in the Surviving Company shall be converted into a one percent (1%) membership interest in the Surviving Company.

3. Satisfaction of Rights of Disappearing Company's Partners. All interests of Surviving Company's into which partnership interests of Disappearing Company's shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full.

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

5. Supplemental Action. If at any time after the Effective Date 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, Disappearing Company and Surviving Company shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached to this Agreement 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. The "Effective Date" which shall be January 1, 2003.

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

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 both Constituent Companies, notwithstanding favorable action by the interest holders of the respective Constituent Companies.

9. Management. After the merger, the Surviving Company shall be managed by Hans Grimm, as the Manager-Member, whose address is 4445 A-1-A Highway, Vero Beach, FL 32963.

Hasvando, Ltd.
a Florida limited partnership
by G&K Management, Inc.,
a Florida corporation, its
general partner

By: Ham Kim
Its: PRESIDENT
Dated ^{December} November 4, 2002

Hasvando, L.C.
A Florida limited liability company

By: Ham Kim
Its: MANAGER
Dated ^{December} November 4, 2002

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