

204000039649

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

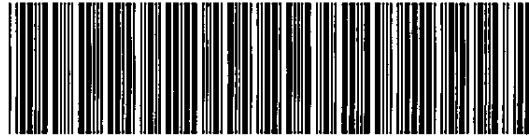
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TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** UNITED PROFESSIONAL INVESTORS LLC  
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

John D. Mooney III

(Contact Person)

John D. Mooney, PA

(Firm/Company)

1400 NE 55th Street #202

(Address)

Fort Lauderdale, FL 33334

(City, State and Zip Code)

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For further information concerning this matter, please call:

John D. Mooney III

(Name of Contact Person)

at ( 954 ) 8051676

(Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$30.00

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
KW/LANTANA REALTY, LLC.	Florida	LLC 104000013265
_____	_____	_____
_____	_____	_____
_____	_____	_____

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
UNITED PROFESSIONAL INVESTORS LLC	Florida	LLC 104000039649

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and 620, Florida Statutes.

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**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

\_\_\_\_\_

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Mailing address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

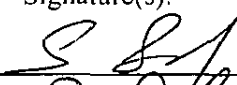
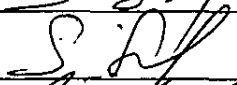
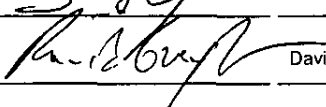
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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
UNITED PROFESSIONAL INVESTORS LLC		Simon Sankin, Managing Member
KW/LANTANA REALTY, LLC.		Simon Sankin, Managing Member
UNITED PROFESSIONAL INVESTORS LLC		David Greydinger, Managing Member

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<b><u>Fees:</u></b> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<b><u>Certified Copy (optional):</u></b>	\$30.00
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## PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
KW/LANTANA REALTY, LLC.	Florida	LLC

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
UNITED PROFESSIONAL INVESTORS LLC	Florida	LLC

**THIRD:** The terms and conditions of the merger are as follows:

Simon Sankin is the sole Managing Member of KW/LANTANA REALTY, LLC.

Simon Sankin has all rights and authority to transfer all ownership Interest in

KW/LANTANA REALTY, LLC. Simon Sankin and David Greydinger are

Managing Members of UNITED PROFESSIONAL INVESTORS LLC, Both have consented

to the merging of KW/LANTANA REALTY, LLC., into UNITED PROFESSIONAL INVESTORS LLC,

and given their express authority for this merger. This merger shall become effective upon the date of filing

with the state. Once the Merger is completed the three members of UNITED PROFESSIONAL INVESTORS LLC

shall equally have one one third interest in all of the assets interests, shares and securities held by KW/LANTANA REALTY, LLC.

*(Attach additional sheet if necessary)*

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**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

All of the assets interests, shares and securities held by KW/LANTANA REALTY, LLC.

have been transferred by the attached documentation signed by its Managing Member, Simon

Sankin who has full rights and authority to do so and has full powers to bind KW/LANTANA REALTY, LLC.

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*(Attach additional sheet if necessary)*

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

All of the assets interests, shares and securities held by KW/LANTANA REALTY, LLC.

have been transferred by the attached documentation signed by its Managing Member, Simon

Sankin who has full rights and authority to do so and has full powers to bind KW/LANTANA REALTY, LLC.

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*(Attach additional sheet if necessary)*

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**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

All of the assets interests, shares and securities held by KW/LANTANA REALTY, LLC.  
have been transferred by the attached documentation signed by its Managing Member, Simon  
Sankin who has full rights and authority to do so and has full powers to bind KW/LANTANA REALTY, LLC.

*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

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*(Attach additional sheet if necessary)*