

L04000057255

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TALLAHASSEE, FLORIDA

EXPIRATION DATE 12-31-07

DB 12/17/07

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WBR Snell LLC, a Florida limited liability company
(Name of Surviving Party)

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

Please return all correspondence concerning this matter to:

Dawn Manuelle

(Contact Person)

Consolidated Management, Inc.

(Firm/Company)

24500 Chagrin Blvd. #200

(Address)

Beachwood, Ohio 44122

(City, State and Zip Code)

For further information concerning this matter, please call:

Dawn Manuelle

(Name of Contact Person)

at (216) 464-5130 ext. 3071

(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

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**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>
WBR Snell LLC <u>LD4000057255</u>	Florida	limited liability company
WBR Riverview LLC <u>LD4000057256</u>	Florida	limited liability company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
WBR Snell LLC	Florida	limited liability company

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/or 620, Florida Statutes.

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EFFECTIVE DATE 12-31-07

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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:

December 31, 2007

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 entitles 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:

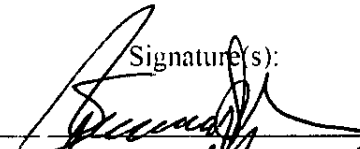
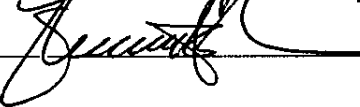
Street address: _____

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:
WBR Snell LLC		Robert G. Risman, Manager
WBR Riverview LLC		Robert G. Risman, Manager,

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

<u>Fees:</u>	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

<u>Certified Copy (optional):</u>	\$30.00
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EXHIBIT "A"

PLAN OF MERGER

This Plan of Merger is made effective the 31st day of December, 2007, by and between **WBR Snell LLC**, a Florida limited liability company ("WBR Snell") and **WBR Riverview LLC**, a Florida limited liability company ("WBR Riverview") (hereinafter collectively referred to as the "Parties").

WHEREAS, the Parties are tenants-in-common of the real estate identified on Exhibit "A" attached hereto (herein called "Clearbrooke Apartments") with ownership interest as follows:

<u>Owners</u>	<u>Percentage Interest</u>
WBR Snell LLC	54%
WBR Riverview LLC	46%
Total	<u>100%</u>

and

WHEREAS, the Parties intend to merge pursuant to the Florida Limited Liability Company Act §608.438 and related sections of the Florida Limited Liability Company Act.

NOW THEREFORE, the Parties do hereby agree as follows:

1. WBR Riverview shall convey its ownership interest in the Clearbrooke Apartments to WBR Snell.
2. Immediately following the conveyance set forth above, WBR Riverview and WBR Snell agree to merge pursuant to the Florida Limited Liability Company Act §608.438 and related sections to the Florida Limited Liability Company Act. WBR Riverview shall terminate and dissolve and WBR Snell shall be the Surviving Entity as set forth in the Florida Limited Liability Company Act §608.438-§608.4384.
3. Following the merger, the names and addresses of all of the members of WBR Snell and their respective ownership interest in WBR Snell expressed as a percentage (the "Membership Interest") shall be as follows:

<u>Name & Addresses</u>	<u>Percentage Interest</u>
WBMC Properties No. 2, LLC, an Ohio limited liability company 24500 Chagrin Blvd. #200 Beachwood, Ohio 44122	53.46%

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Name & Addresses

Percentage Interest

Robert G. Risman, Trustee of the R.G.
Risman Living Trust dated 9/28/04
24500 Chagrin Blvd. #200
Beachwood, Ohio 44122

40.94%

WBMC Properties No. 4, LLC, an Ohio
limited liability company
24500 Chagrin Blvd. #200
Beachwood, Ohio 44122

5.06%

WBMC No. 2, Trust No. 1
24500 Chagrin Blvd. #200
Beachwood, Ohio 44122

.54%

4. Following the merger, Robert G. Risman, whose business address 24500 Chagrin Blvd. #200, Beachwood, Ohio 44122, shall remain the Manager of WBR Snell.
5. The undersigned members of the Parties, being all members of the Parties, do hereby waive written notice of any meeting or other action with respect to approval of this Plan of Merger as is required by the Florida Limited Liability Act §608.4381(3) and (4).

IN WITNESS WHEREOF, the Parties have cause this Plan of Merger to be duly executed on this 14th day of December, 2007.

WBR Snell LLC, a Florida limited liability company

By: 

Robert G. Risman, Manager

WBR Riverview LLC, a Florida limited liability company

By: 

Robert G. Risman, Manager

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EXHIBIT "A"

Situated in the State of Ohio, County of Medina and City of Brunswick: And known as being a part of Original Brunswick Township Lot 19 Tract 2, bounded and described as follows:

Beginning at the intersection of the centerline of State Route 303, Center Road, and the centerline of South Carpenter Road;

Thence South 89° 15' 54" West along the centerline of said Center Road a distance of 587.74 feet to a point;

Thence South 00° 24' 08" East a distance of 70.00 feet to the south right-of-way line of said Center Road, and said point being the northwest corner of land, now or formerly, owned by Hebrab Development Company and being the True Place of Beginning;

Thence continuing South 00° 24' 08" East along the West line of said Hebrab Development Company property and along the west line of lands, now or formerly, owned by Interstate Properties a distance of 671.23 feet to a point;

Thence continuing South 00° 24' 08" East along the west line of said Interstate Properties a distance of 733.39 feet to an iron pin set in the southwest corner of lands, now or formerly, owned by Roberta M. Benz and in the north line of Sublot 12 of the Forest Meadows Subdivision;

Thence South 89° 08' 00" West along the north line of Sublots 12, 5 and 4 of said Forest Meadows Subdivision a distance of 597.10 feet to an iron pin set in the east line of land, now or formerly, owned by Jarmila C. Oles;

Thence North 00° 19' 34" West along the east line of said Property a distance of 737.39 feet to an iron pin set at the southwest corner of lands, now or formerly, owned by John and Linda Ullrich;

Thence North 89° 31' 03" East along the south line of said lands now or formerly, owned by John F. and Linda Ullrich a distance of 250.00 feet to an iron pin set at the southeasterly corner thereof;

Thence North 00° 19' 34" West along the east line of said Ullrich lands a distance of 380.00 feet to the southwest corner of lands, now or formerly, owned by the Friendly Ice Cream Corp.;

Thence North 89° 19' 24" East along the south line of said Friendly Ice Cream Corp. land a distance of 284.91 feet to the southeasterly corner thereof;

Thence North 00° 24' 08" West along the east line of said Friendly Ice Cream Corp. lands and the east line of land, now or formerly owned by the Burger King Corp. a distance of 300.00 feet to a point on the southerly right-of-way of Center Road;

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Thence North 89° 15' 54" East along said right-of-way a distance of 16.03 feet to a point;

Thence continuing along said right-of-way South 78° 05' 47" East a distance of 45.70 feet to the True Place of Beginning containing within said bounds 13.5063 Acres, be the same, more or less, but subject to all legal highways and easements of record as surveyed by Carl M. Clark, Registered Surveyor No. 6358 of Bock and Clark, in February, 1985.

TOGETHER WITH A NON-EXCLUSIVE APPURTENANT EASEMENT for sanitary sewer, by and between Ray Jenny Construction, Inc., Grantor, and Clearbrooke Limited Partnership, an Ohio Limited partnership, Grantee, recorded September 12, 1988 at 1:07 P.M., established by instrument recorded in Volume O.R. 454, Page 83 of Medina County Records, and Addendum to Easement Agreement recorded November 23, 1988 at 1:46 P.M. in Volume O.R. 465, Page 586 of Medina County Records over the following described premises:

Situated in the State of Ohio, County of Medina, City of Brunswick, Part of Original Brunswick Township Lot No. 19, Tract 2, being a part of the Forest Meadows Subdivision as recorded in Plat Book 18, Page 78 and being an easement for sanitary sewer purposes, said easement being a strip of land 15 feet wide, 7.5 feet on either side of the line common to Sublot 4 and 5 in said subdivision further bounded and described as follows:

Beginning at a point on the north line of Forest Meadow Subdivision at the northeast corner of Sublot 4 and the northwest corner of Sublot 5;

Thence along said north line South 88° 45' 07" East a distance of 7.50 feet to a point;

Thence parallel to and 7.50 feet easterly from the west line of Sublot 5 South 1° 24' 00" West a distance of 165.21 feet to the right-of-way of Polk Drive (60 feet wide);

Thence along said right-of-way line following the arc of a curve to the left, said curve having a central angle of 14° 21' 41", a radius of 60.00 feet and an arc of 15.04 feet and a chord of 15.00 feet to a point;

Thence parallel to and 7.50 feet westerly from the east line of Sublot 4 North 1° 24' 00" East, a distance of 165.17 feet to a point on the north line of said subdivision;

Thence along said north line South 88° 45' 07" East a distance of 7.50 feet to the place of beginning and containing within said bounds 0.0568 acres.

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