

L 04000083912

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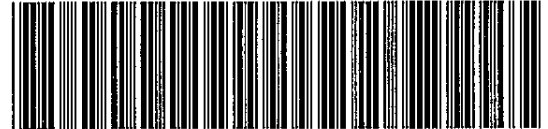
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 985715 7137273

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 50.00

ORDER DATE : November 22, 2004

ORDER TIME : 11:34 AM

ORDER NO. : 985715-005

CUSTOMER NO: 7137273

CUSTOMER: Eric M. Sauerberg, Esq  
Eric M. Sauerberg, P.a.  
Suite 102  
200 Village Square Crossing  
Palm Bch Garden, FL 33410

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ARTICLES OF MERGER

SEACREST ENTERPRISES REALTY  
AND LEASING

INTO

SEACREST ENTERPRISES REALTY  
AND LEASING, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Heather Chapman

EXAMINER'S INITIALS: \_\_\_\_\_

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## 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. Seacrest Enterprises Realty and Leasing 2620 S Seacrest Boulevard Boynton Beach, FL 33435	Florida	General Partnership
Florida Document/Registration Number: _____		FEI Number: 59-1986008
2. Seacrest Enterprises Realty and Leasing, LLC 2620 S Seacrest Boulevard Boynton Beach, FL 33435	Florida	Limited Liability Compar
Florida Document/Registration Number: L04000083912		FEI Number: 59-1986008
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

(Attach additional sheet(s) if necessary)

**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>
Seacrest Enterprises Realty and Leasing, LLC 2620 S Seacrest Boulevard Boynton Beach, FL 33435	Florida	Limited Liability Compai

Florida Document/Registration Number: L04000083912 FEI Number: 59-1986008

**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.

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

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

[illegible]

*(Attach additional sheet(s) if necessary)*

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Seacrest Enterprises Realty and Leasing	Florida
Seacrest Enterprises Realty and Leasing, LLC	Florida

**SECOND:** The exact name and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Seacrest Enterprises Realty and Leasing, LLC	Florida

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

Seacrest Enterprises Realty and Leasing, a Florida General Partnership, is owned equally by Eric E.E. Moum, M.D. and Timothy A. Nielsen, M.D. Seacrest Enterprises Realty and Leasing, LLC, a Florida limited liability, is owned equally by Eric E.E. Moum, M.D. and Timothy A. Nielsen, M.D. Ownership of the surviving entity (Seacrest Enterprises Realty and Leasing, LLC) will remain equal. The merging entities are effectuating this merger in order to manage the properties through Seacrest Enterprises and Realty Leasing, LLC, a Florida limited liability company, as opposed to Seacrest Enterprises Realty and Leasing (General Partnership).

*(Attach additional sheet(s) if necessary)*

**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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

One unit of General Partnership interest is being converted into one unit of Limited Liability Company Interest. Since all owners have the same interest in both entities to the merger, ownership percentage will remain equal after the merger.

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

All rights to acquire interests of the merged parties are subject to the consent of the other owners. The rights to acquire interest for both merged parties were the same prior to the merger and remain unchanged after the merger.

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number

**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Eric E.E. Moum, M.D. 323 Florenada Terrace, Boca Raton, Florida 33486

Timothy A. Nielsen, M.D. 2944 Needham Court, Delray Beach, Florida 33445

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

**EIGHTH:** Other provisions, if any, relating to the merger:

N/A

*(Attach additional sheet(s) if necessary)*