

L04000093357

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12/01/05--01011--002 **78.75

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TALLAHASSEE, FLORIDA

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mgr/mgrm of Surv. LLC

LAW OFFICES
ROBERT ABRAHAM, P.A.
A PROFESSIONAL ASSOCIATION
149 SOUTH RIDGEWOOD AVENUE
Suite 500
DAYTONA BEACH, FLORIDA 32114

TELEPHONE (386) 258-1222
FACSIMILE (386) 271-1110

E-MAIL:
robertabraham@mindspring.com

November 29, 2005

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

Re: Levy Business Properties, LLC
Levy Business Properties Trust

Dear Sirs:

Enclosed for filing are Articles of Merger and Plan of Merger for Levy Business Properties, LLC and Levy Business Properties Trust Dated March 1, 2005.

Also, enclosed is our check for \$78.75 for filing fee (\$70.00) and a certified copy of the Articles of Merger and Plan of Merger (\$8.75).

Sincerely,



Robert Abraham

RA:cm
Enclosures
TK038

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TALLAHASSEE, FLORIDA

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E-MAIL
robertabraham@mindspring.com

December 29, 2005

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

Re: Levy Business Properties, LLC
Levy Business Properties Trust

Dear Sirs:

Resubmitted for filing are Articles of Merger and Plan of Merger for Levy Business Properties, LLC and Levy Business Properties Trust Dated March 1, 2005.

Sincerely,



Robert Abraham

RA:cm
Enclosures
TK038.1



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 6, 2005

ROBERT ABRAHAM
ROBERT ABRAHAM, P.A.
149 SOUTH RIDGEWOOD AVENUE, SUITE 500
DAYTONA BEACH, FL 32114

SUBJECT: LEVY BUSINESS PROPERTIES, LLC
Ref. Number: L04000093357

We have received your document for LEVY BUSINESS PROPERTIES, LLC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 608.438(3)(e), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

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) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 205A00070619

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. Levy Business Properties, LLC	Florida	Limited Liability Company

179 Windward Lane, Ormond Beach, FL 32176

Florida Document/Registration Number: L04000093357

FEI Number: 20-3199538

2. Levy Business Properties Trust Dated March 1, 2005

Florida

Business Trust

179 Windward Lane, Ormond Beach, FL 32176

Florida Document/Registration Number: N/A

FEI Number: N/A

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>
Levy Business Properties, LLC	Florida	Limited Liability Company

179 Windward Lane, Ormond Beach, FL 32176

Florida Document/Registration Number: L04000093357

FEI Number: 20-3199538

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 608.438, 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), 608.438(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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TALLAHASSEE, FLORIDA

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

N/A

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

(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>
Levy Business Properties, LLC	Florida
Levy Business Properties Trust dated March 1, 2005	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Levy Business Properties, LLC	Florida

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

Levy Business Properties Trust shall merge with and into Levy Business Properties, LLC, which shall survive the merger and retain its name and identity. The articles of organization and operating agreement of Levy Business Properties, LLC in effect immediately prior to the effective date of the merger shall be the articles and operating agreement of the surviving entity until altered, amended or repealed as provided by law. The manager of Levy Business Properties, LLC in office immediately prior to the merger shall be the manager of the surviving entity until her successor(s) are elected or until her earlier death, resignation or removal. The outstanding beneficial interests in Levy Business Properties Trust shall be converted into such membership interests in Levy Business Properties, LLC as are equal to the membership interests outstanding on the effective date of the merger. On the effective date of the merger, the surviving entity shall succeed to and possess all the rights, privileges, powers, duties and obligations, and all property, real and personal and mixed, of the merging entities held by either merging entity shall be fully vested in the surviving entity, and all rights of creditors and all liens upon any property of either of the merging entities shall be preserved unimpaired, limited in lien to the property affected by such liens at the time of the merger.

(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:

The outstanding beneficial interests in Levy Business Properties Trust shall be converted into such membership interests in Levy Business Properties, LLC as are equal to the membership interests outstanding on the effective date of 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:

Not applicable.

(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)

Not applicable.

If General Partner is a Non-Individual,
Florida Document/Registration Number

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TALLAHASSEE, FLORIDA

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:

☞ Joyce O. Levy - Manager
179 Windward Lane
Ormond Beach, FL 32176

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:

Not applicable.

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

Not Applicable.

(Attach additional sheet(s) if necessary)

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TALLAHASSEE, FLORIDA