

L05000004517

00789-00524-00676-00671 Merger + fee  
LC already filed - can't file Convers

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

5/23

merger

L05-4517

Office Use Only

FF \$77.50



000052263450

04/29/05--01036--004 \*\*25.00

05/25/05--01002--010 \*\*52.50

MJH

05 MAY 23 PM 4:07

**W. RODGERS MOORE, P.A.**

ATTORNEY AT LAW

ONE LINCOLN PLACE  
1900 GLADES ROAD,  
SUITE 401  
BOCA RATON, FLORIDA 33431

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(561) 393-6541  
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(561) 394-7944  
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wrmoorelaw@aol.com

**VIA FEDEX OVERNIGHT MAIL**

April 28, 2005

Florida Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 3230

**RE: CONVERSION OF LOT 15 MAC FARLANE PARK, LTD.  
INTO LOT 15 MAC FARLANE PARK, LLC.**


Gentlemen and Ladies:

Enclosed is the Certificate of Conversion for the above entities together with our check for the fee in the amount of \$25.00.

Please acknowledge receipt of this transaction by date stamping the enclosed copy of this letter and return the same to me in the self addressed postage prepaid envelope provided.

Very truly yours,

W. RODGERS MOORE, P.A.

By:   
W. Rodgers Moore, Esq.

WRM:mga  
Enclosures  
cc: Harris van Hillo



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

May 4, 2005

W. RODGERS MOORE, P.A.  
P.O. BOX 7073  
BOCA RATON, FL 33431

SUBJECT: LOT 15 MAC FARLANE PARK, LLC  
Ref. Number: L05000004517

We have received your document for LOT 15 MAC FARLANE PARK, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A Certificate of Conversion cannot be filed after the Articles of Organization have been processed. You may either file the attached Articles of Merger and send the balance due of \$52.50, or request a refund.

There is a balance due of \$52.50.

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) 245-6967.

Michelle Hodges  
Document Specialist

Letter Number: 805A00031950

*Harris van Hillo*

2501 S. Esperanza Street + Tampa, FL 33629  
(813) 873-7000 + Fax (813) 873-2128  
vanhillo@gte.net

May 18, 2005

Michelle Hodges  
Document Specialist  
Florida Department of State  
Secretary of State Office  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314


Reference Number: L05000004517

Dear Ms. Hodges,

My attorney forwarded me your letter (number 805A00031950) dated May 4, 2005. I respectfully submit the attached Articles of Merger for Lot 15 MacFarlane Park, LLC. Also enclosed is my check #13211 in the amount of \$52.50 which should satisfy the balance due.

I hope these documents will complete the transaction of the merger. However, if additional information is needed, you may contact me at the numbers listed above. Please advise when this merger has been actualized so that I may notify my attorney of such.

Sincerely,

  
Harris W. van Hillo

Enclosures

## 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. <u>2501 Esperanza Street</u><br><u>Tampa, Florida 33629</u>                         | <u>Florida</u>      | <u>limited partnership</u> |
| Florida Document/Registration Number: <u>A98000002381</u> FEI Number: <u>593536308</u> |                     |                            |
| 2. _____   | _____               | _____                      |
| Florida Document/Registration Number: _____ FEI Number: _____                          |                     |                            |
| 3. _____   | _____               | _____                      |
| Florida Document/Registration Number: _____ FEI Number: _____                          |                     |                            |
| 4. _____   | _____               | _____                      |
| Florida Document/Registration Number: _____ FEI Number: _____                          |                     |                            |

(Attach additional sheet(s) if necessary)

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05 MAY 23 PM 4:07  
TAMPA, FLORIDA

**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>           |
|---|---------------------|------------------------------|
| <u>2501 Esperanza Street</u><br><u>Tampa, FL 33629</u>                                  | <u>Florida</u>      | <u>Limited liability co.</u> |
| Florida Document/Registration Number: <u>105000004517</u> FEI Number: <u>20-2850943</u> |                     |                              |

**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.

**NINTH:** The merger shall become effective as of:

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


OR

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

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

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

*(Note: Please see instructions for required signatures.)*

| Name of Entity  | Signature(s) | Typed or Printed Name of Individual |
|---|--------------|-------------------------------------|
| LOT 15 MACFARLANE PARK LTD.<br>By: Van Hillo, Inc. General Partner  |              | Harris van Hillo                    |
| by <br>Harris van Hillo, Pres. |              |                                     |

LOT 15 MACFARLANE PARK, LLC  
By: Van Hillo, Inc., Manager

by: Harris van Hilio  
Harris van Hilio, President

(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> |
|------------------------------|---------------------|
| Lot 15 MacFarlane Park, Ltd. | Florida             |

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

| <u>Name</u>                 | <u>Jurisdiction</u> |
|-----------------------------|---------------------|
| Lot 15 MacFarlane Park, LLC | Florida             |

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

The surviving party shall own all assets of the merging party and the surviving party shall be liable for all debts of the merging party.

*(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:

Each Member of the surviving party shall be entitled to Membership Interests/ Units in the surviving party in the same percentage ownership as the capital accounts/Partnership Interests of the partnership of the merging party.

- 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:

Same as A. above.

*(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

N/A

**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:

Manager.....VAN HILL, INC.  
2501 Esperanza Street  
Tampa, FL 33629

**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)*