

L05000004940

(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:

Name
Availability

Document
Examiner

Office Use Only

Updater

DCC

Updater
Verifier

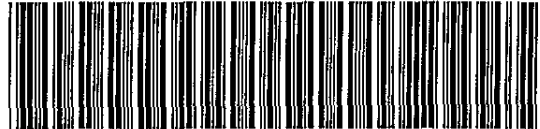
DCC

Acknowledgement

DCC

W. P. Verifier

DCC



900028524669

02/07/05--01078--014 **50.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2005 FEB -7 P 3:39

FILED

LAW OFFICES OF
ERIC M. SAUERBERG, P.A.
200 VILLAGE SQUARE CROSSING
SUITE 102
PALM BEACH GARDENS, FLORIDA 33410

TEL: (561) 776-0330
FAX: (561) 776-0302

ERIC M. SAUERBERG**
**MASTERS OF LAW IN TAXATION
ERIC@EMSATTORNEYS.COM

M. KRISTA BARTH*
*ADMITTED TO FL, MD & D.C.
BARS. CERTIFIED FAMILY &
COUNTY COURT MEDIATOR
KRISTA@EMSATTORNEYS.COM

February 4, 2005

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Please find enclosed for filing the Articles of Merger between G-B-S Properties and G-B-S Properties, LLC along with a check in the amount of \$50 for the filing fees. Please return the Articles of Merger to my office upon filing.

If you have any questions, please do not hesitate to call.

Sincerely

Eric M. Sauerberg
EMS/mp
Enclosures

FILED
2005 FEB - 7 P 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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. G-B-S Properties 333 Northwest 70th Avenue, Suite 116 Plantation, FL 33317	Florida	General Partnership
Florida Document/Registration Number: _____		FEI Number: 59-2315315
2. G-B-S Properties, LLC 333 Northwest 70th Avenue, Suite 116 Plantation, FL 33317	Florida	Limited Liability Compar
Florida Document/Registration Number: <u>LO5000004940</u>		FEI Number: 59-2315315
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

FILED
2005 FEB - 7 P 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(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>
G-B-S Properties, LLC	Florida	Limited Liability Company
333 Northwest 70th Avenue, Suite 116		
Plantation, FL 33317		

Florida Document/Registration Number: LO5000004940 FEI Number: 59-2315315

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.

(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>
G-B-S Properties	Florida
G-B-S Properties, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
G-B-S Properties, LLC	Florida

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

G-B-S Properties, a Florida General Partnership, is owned equally by Stanely S. Goodman, M.D., Alan S. Buhler, M.D., Joel S. Shulman, M.D., Robert I. Kersh, M.D., Murry Drescher, M.D. and Owen G. Peller, M.D. G-B-S Properties, LLC, a Florida limited liability company, is owned equally by the same six members. Ownership of the surviving entity (G-B-S Properties, LLC) will remain equal. The merging entities are effectuating this merger in order to manage the properties through G-B-S Properties, LLC as opposed to G-B-S Properties (General Partnership). The surviving entity (G-B-S Properties, LLC) will retain the FEI Number from the General Partnership.

(Attach additional sheet(s) if necessary)

FILED
2005 FEB - 7 P 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

FILED
2005 FEB -7 P 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Stanley S. Goodman, M.D. 333 N.W. 70th Avenue, Suite 116, Fort Lauderdale, FL 33317
Alan S. Buhler, M.D. 333 N.W. 70th Avenue, Suite 116, Fort Lauderdale, FL 33317
Joel S. Shulman, M.D. 333 N.W. 70th Avenue, Suite 116, Fort Lauderdale, FL 33317
Robert I. Kersh, M.D. 333 N.W. 70th Avenue, Suite 116, Fort Lauderdale, FL 33317
Murry Drescher, M.D. 333 N.W. 70th Avenue, Suite 116, Fort Lauderdale, FL 33317
Owen G. Peller, M.D. 333 N.W. 70th Avenue, Suite 116, Fort Lauderdale, FL 33317

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

FILED
2005 FEB -7 P 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)