

APR 25 2007 9:51AM
DIVISION OF CORPORATIONS

ACKERMAN LINK SARTORY

NO. 0071 P. 2
Page 1 of 1

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Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000110323 3)))



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To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : ACKERMAN, LINK & SARTORY, P.A.
Account Number : 110435002274
Phone : (561) 838-4100
Fax Number : (561) 838-5305

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 APR 25 AM 8:18

FILED

Attention: Vicki Fearon

MERGER OR SHARE EXCHANGE

Pinecrest Realty Associates, LLC

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$122.50

\$ 95.00

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Corporate Filing Menu

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ACKERMAN LINK SARTORY, AGE 001/001 Florida NO. 0171 of P. 1 ate



April 25, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

PINECREST REALTY ASSOCIATES, LLC
4400 PGA BOULEVARD, SUITE 305
PALM BEACH GARDENS, FL 33410

SUBJECT: PINECREST REALTY ASSOCIATES, LLC
REF: L05000040145

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The plan of merger must be attached/included.

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) 245-6020.

Tammi Cline
Document Specialist

FAX Aud. #: H07000110323
Letter Number: 907A00028025

(850) 205-0380 - Fax

11 Pages

Thank-you!

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07 APR 25 AM 8:00

FLORIDA DEPARTMENT OF STATE

P.O. BOX 6327 - Tallahassee, Florida 32314

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ACKERMAN LINK SARTORY

NO. 0171 P. 3

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PINECREST REALTY ASSOCIATES, LLC
(Name of Surviving Party)

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

Please return all correspondence concerning this matter to:

Myra Gendel, Esq.
(Contact Person)

Ackerman, Link & Sartory, P.A.
(Firm/Company)

222 Lakeview Avenue, Suite 1250
(Address)

West Palm Beach, FL 33401
(City, State and Zip Code)

For further information concerning this matter, please call:

Attention: Vicki Fearon

(561) 838-4100

(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

SECRETARY OF STATE
TALLAHASSEE, FL 32301

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ACKERMAN LINK SARTORY

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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>
<u>Louhal Properties Southpark, LLC</u>	<u>Delaware</u>	<u>Limited Liability Co.</u>
<u>Pinecrest Realty Associates, LLC</u>	<u>Florida</u>	<u>Limited Liability Co.</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Pinecrest Realty Associates, LLC</u>	<u>Florida</u>	<u>Limited Liability Co.</u>

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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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:

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 entitled 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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TALLAHASSEE, FLORIDA

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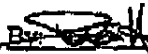
ACKERMAN LINK SARTORY

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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:
<u>Louhal Properties Southpark, LLC</u>	<u>Louhal Properties, Inc.</u>	<u>Peter Halperin</u>
	<u>By: </u>	<u>President</u>
<u>Pinecrest Realty Associates, LLC</u>	<u>AJC Pinecrest Corp.</u>	<u>Andrew J. Cohen</u>
	<u>By: <u>See Next Page</u></u>	<u>President</u>

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator)
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

Fees:	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

Certified Copy (optional):	\$30.00
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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:
<u>Louhal Properties Southpark, LLC</u>	<u>Louhal Properties, Inc.</u>	<u>Peter Halperin</u>
	<u>By: <i>See Previous Page</i></u>	<u>President</u>
<u>Pinecrest Realty Associates, LLC</u>	<u>AIC Pinecrest Corp.</u>	<u>Andrew J. Cohen</u>
	<u>By: <i>[Signature]</i></u>	<u>President</u>

Corporations:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

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

Fees:	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

Certified Copy (optional):	\$30.00
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PLAN OF MERGER**FIRST:** The exact name, form/entity type, and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Louhal Properties Southpark, LLC	Delaware	limited liability company
Pinecrest Realty Associates, LLC	Florida	limited liability company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Pinecrest Realty Associates, LLC	Florida	limited liability company

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

1. The Articles of Organization of Pinecrest Realty Associates, LLC ("Pinecrest" or "Surviving Company"), as in effect immediately before the Effective Date, shall be the Articles of Organization of the Surviving Company until further amended as provided therein or by law.
2. Upon the Effective Date, the membership interest of Louhal Properties, Inc. ("Louhal"), the sole member of Louhal Properties Southpark, LLC ("Disappearing Company") shall without more be exchanged for a fifty-three and fifty-seven one hundredths percent (53.57%) membership interest in the Surviving Company in accordance with this Plan. Each membership interest in the Surviving Company issued and outstanding on the Effective Date shall continue as an outstanding membership interest in the Surviving Company.
3. On the Effective Date, the separate existence of the Disappearing Company shall cease, and Surviving Company shall be fully vested with the Disappearing Company's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, and duties, all as more particularly set forth in the Florida Limited Liability Company Act ("FLLCA").
4. It is intended for federal income tax purposes that Louhal be treated as contributing to the Surviving Company as a capital contribution a fifty-three and fifty-seven one hundredths percent (53.57%) tenancy-in-common ownership interest in that certain real property known as Southpark Centre in Pinecrest, Florida, in a transaction intended to qualify as a non-taxable contribution of property to a partnership in exchange for a partnership interest under Section 721 of the Internal Revenue Code of 1986, as amended. The contributed interest is subject to mortgage debt in the amount of Nine Million Six Hundred Forty-Two Thousand and No/100 Dollars (\$9,642,000.00).

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5. On and after the Effective Date, the Operating Agreement of Pinecrest shall be the Operating Agreement of the Surviving Company and shall continue in full force and effect unless and until amended in the manner prescribed therein and the Surviving Company shall continue to be managed by its Managing Member, AJC Pinecrest Corp., a Florida corporation.
6. The Managing Member of Pinecrest immediately prior to the effective date shall be the Managing Member of the Surviving Company until its successor shall have been elected and shall have been duly qualified until his earlier death, resignation or removal.
7. The Disappearing Company and the Surviving Company shall cause their respective managing members to execute a Certificate of Merger and this Plan of Merger and upon such execution this Plan of Merger shall be deemed incorporated by reference into the Certificate of Merger as if fully set forth therein. Thereafter, the Certificate of Merger and Plan of Merger shall be delivered for filing by Surviving Company to the Florida Secretary of State. The Certificate of Merger shall specify the Effective Date, which shall be the filing date of the Certificate.

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 membership interest of Louhal in the Disappearing Company shall be converted into and exchanged for a 53.57% membership interest in the Surviving Company.

- 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:

Each membership interest in the Surviving Company issued and outstanding on the Effective Date shall continue as an outstanding membership interest in the Surviving Company. Each membership interest shall be calculated as a percentage of the whole (100%), as shown on the attached Exhibit "A" under the % Ownership Overall column.

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

SIXTH: Other provisions, if any, relating to the merger are as follows:

N/A

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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:

A Certificate of Merger shall be filed in the State of Delaware stating the following:

- (1) The name of the surviving limited liability company;
- (2) The jurisdiction of surviving limited liability company;
- (3) The name of the limited liability company being merged into the surviving limited liability company;
- (4) That the plan of merger has been approved and executed by each of the business entities to merge;
- (5) The name of the surviving foreign limited liability company;
- (6) The address of the place of business where the agreement of merger is on file; and
- (7) That the surviving foreign limited liability company agrees that it may be served with process in the State of Delaware.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger this 24th day of April, 2007.

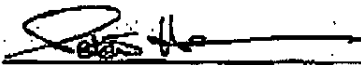
LOUHAL PROPERTIES SOUTHPARK, LLC
a Delaware limited liability company

By: Louhal Properties, Inc., its
managing member

PINECREST REALTY ASSOCIATES, LLC
a Florida limited liability company

By: AJC Pinecrest Corp., its
managing member

By:


Peter Halperin, President

By:


Andrew J. Cohen, President

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TALLAHASSEE, FLORIDA

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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:

A Certificate of Merger shall be filed in the State of Delaware stating the following:

- (1) The name of the surviving limited liability company;
- (2) The jurisdiction of surviving limited liability company;
- (3) The name of the limited liability company being merged into the surviving limited liability company;
- (4) That the plan of merger has been approved and executed by each of the business entities to merge;
- (5) The name of the surviving foreign limited liability company;
- (6) The address of the place of business where the agreement of merger is on file; and
- (7) That the surviving foreign limited liability company agrees that it may be served with process in the State of Delaware.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger this 24th day of April, 2007.

LOUHAL PROPERTIES SOUTHPARK, LLC

a Delaware limited liability company

By: Louhal Properties, Inc., its
managing member

By: _____

Peter Halperin, President

PINECREST REALTY ASSOCIATES, LLC

a Florida limited liability company

By: AIC Pinecrest Corp., its
managing member

By: _____

Andrew J. Cohen, President

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