

L06000027595

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

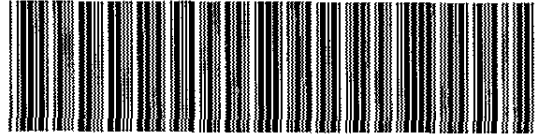
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TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Aventura Land Trust, 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:

Gary Ian Nesbitt, Esq.

(Contact Person)

Fromberg, Perlow & Kornik, P.A.

(Firm/Company)

18901 NE 29th Avenue, Suite 100

(Address)

Aventura, Florida 33180

(City, State and Zip Code)

For further information concerning this matter, please call:

Gary Ian Nesbitt at ( 305 ) 933-2000 ext 134  
(Name of Contact Person) (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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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>
Aventura Land Trust, LLC	Florida	LLC
Aventura Land Trust 2, LLC	Florida	LLC
LO6-67630		

**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>
Aventura Land Trust, LLC	Florida	LLC
LO6-27595		

**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.

**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:

N/A  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**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:

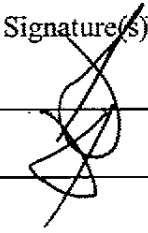
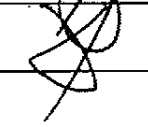
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Mailing address: N/A  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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:
Aventura Land Trust, LLC		Yizhak Toledano
Aventura Land Trust 2, LLC		Yizhak Toledano
_____	_____	_____
_____	_____	_____

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

## PLAN OF MERGER

**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>
Aventura Land Trust, LLC	Florida	LLC
Aventura Land Trust 2, LLC	Florida	LLC

**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>
Aventura Land Trust, LLC	Florida	LLC

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

Aventura Land Trust 2, LLC, a Florida limited liability company ("Aventura 2") shall merge into Aventura Land Trust, LLC, a Florida limited liability company ("Aventura") which shall remain as the surviving entity. The merger shall be structured by transfer of 100% of the membership interest in Aventura 2 from the sole member of Aventura 2, Aventura Land Trust Holdings2, LLC, a Florida limited liability company ("Holding 2") into the sole member of Aventura, Aventura Land Trust Holdings, LLC, a Florida limited liability company ("Holdings"). The manner of the merger shall be as set forth in Paragraph Four hereinbelow.

*(Attach additional sheet 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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

100% of the members and managers of Holdings 2 shall cause 100% of the membership interest in Aventura 2 to be transferred into Holdings by Assignment of Membership Interest.

For the furtherance of such purpose, Aventura 2 shall admit Holdings as a member with 100%

interest in Aventura 2. Holdings shall admit the members of Aventura 2 as members of

Holdings. The Aventura 2 members agree to be bound by the Holdings Amended and Restated

Operating agreement to reflect that the members of Holdings and the members of Aventura 2

by virtue of their 100% membership interest in Holdings 2, sole member of Aventura 2, are

the sole members of Holdings which shall remain as the sole member of Aventura.\*

*(Attach additional sheet if necessary)*

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

N/A

*(Attach additional sheet if necessary)*

**Additional Fourth:**

\* Upon such transfer, Aventura 2 and Aventura shall merge with Aventura remaining as the surviving entity. The members and managers of Aventura, Holdings, Aventura 2 and Holdings 2 shall execute such further and other documents as may be reasonably required to effectuate and memorialize the merger.



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

The merger has been unanimously ratified and approved at a  
meeting in Miami-Dade County, Florida, at which all of the Members and  
Managers of Aventura and Aventura 2 and Holdings and Holdings 2  
were present.

*(Attach additional sheet if necessary)*

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

The Manager of the surviving entity, Aventura, shall be Yizhak  
Toledano and the new address of the Manager and of the  
surviving entity shall be 2999 NE 191st Street, Penthouse 2,  
Aventura, Florida 33180.

*(Attach additional sheet if necessary)*