

MAR-13-2007_TUE 03:19 PM

FAX NO.

P. 01/06

Division of Corporations

Page 1 of 1

Florida Department of State
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MERGER OR SHARE EXCHANGE

TC 17th Street Investors, LLC

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ARTICLES OF MERGER
OF
TC 17th STREET INVESTORS, LLC
(SURVIVING DOMESTIC LIMITED LIABILITY COMPANY)

AND
ORIX PROPERTIES, LLC AND ORIX SUBSIDIARY, LLC
(TERMINATING DOMESTIC LIMITED LIABILITY COMPANIES)

The following articles of merger are being submitted in accordance with section(s) 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
TC 17 th Street Investors, LLC 6340 Sunset Drive Miami, FL 33143	Florida	profit limited liability company
Florida Document/Registration Number: L06000035712		FEI Number: 20-4640839

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each merging company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Orix Properties, LLC 117 So. 17 th Avenue Hollywood, FL 33020	Florida	profit limited liability company
Florida Document/Registration Number: L06000038833		FEI Number: <u>20-5397961</u>
Orix Subsidiary, LLC 117 So. 17 th Avenue Hollywood, FL 33020	Florida	profit limited liability company
Florida Document/Registration Number: L06000038839		FEI Number: <u>N/A</u>

THIRD: The Plan of Merger meets the requirements of section(s) 608.438, Florida Statutes, and was approved by each domestic that is a party to the merger in accordance with Chapter(s) 608, Florida Statutes and is attached hereto and made a part hereof.

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MAR-13-2007 TUE 03:20 PM

FAX NO.

P. 03/06

((H07000066500 3)))

FOURTH: The merger shall become effective as of date the Articles of Merger are filed with the Florida Department of State.

FIFTH: Adoption of Merger by the Surviving Company:

The Plan of Merger was adopted by the sole member of the surviving company on January 1, 2007.

SIXTH: The attached Plan of Merger was approved by all business entities that are parties to the merger in accordance with the provisions of the Florida Limited Liability Company Act.

SEVENTH: Adoption of Merger by the Merging Companies:

The Plan of Merger was adopted by the members of the merging companies on January 1, 2007.

EIGHTH: SIGNATURE(S):

Dated: January 1, 2007.

TC 17th Street Investors, LLC, a Florida limited liability company

By: 
Tomas Cabrero, Manager

Orix Properties, LLC, a Florida limited liability company

By: 
Oren Kattan, Manager

Orix Subsidiary, LLC, a Florida limited liability company

By: 
James Kattan, Manager

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PLAN OF MERGER

FIRST: The name, address of its principal office, jurisdiction, and entity type of the surviving company are as follows:

Name and Street Address	Jurisdiction	Entity Type
TC 17 th Street Investors, LLC 6340 Sunset Drive Miami, FL 33143	Florida	profit limited liability company

Florida Document/Registration Number: L06000035712

FEI Number: 20-4640839

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each merging company are as follows:

Name and Street Address	Jurisdiction	Entity Type
Orix Properties, LLC 117 So. 17 th Avenue Hollywood, FL 33020	Florida	profit limited liability company

Florida Document/Registration Number: L06000038833

FEI Number: 20-534996

Orix Subsidiary, LLC 117 So. 17 th Avenue Hollywood, FL 33020	Florida	profit limited liability company
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Florida Document/Registration Number: L06000038839

FEI Number: N/A

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

1. The Articles of Organization of the surviving company at the effective time and date of the merger shall be the Articles of Organization of said surviving company and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

2. The present regulations of the surviving company will be the regulations of said surviving company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

3. The managers of the surviving company at the effective time and date of the merger shall be as set forth in paragraph Sixth below, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the regulations of the surviving company.

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4. All liabilities of the merging companies shall become the responsibility of the surviving company.

5. Pursuant to the provisions of the Florida Limited Liability Company Act, the surviving and merging companies shall be merged with and into a single company, which shall be the surviving company and which shall continue to exist as said surviving company under its present name pursuant to the provisions of the Florida Limited Liability Company Act. The separate existence of the merging companies shall cease at said effective time in accordance with the provisions of the Florida Limited Liability Company Act.

FOURTH: The manner and basis of converting the interests of each company into interests, obligations, or other securities of the surviving company, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire interests of each company into rights to acquire interests, obligations or other securities of the surviving or any other company, or, in whole or in part, into cash or other property are as follows:

Each issued membership interest of the merging (terminating) companies shall, at the effective time of the merger, be cancelled. A twenty five (25%) percent membership interest shall be issued to the members of each of the terminating companies and a fifty (50%) percent membership interest shall be retained by the member of the surviving company.

FIFTH: The effective date of this Plan and Agreement of Merger shall become effective as of date the Articles of Merger are filed with the Florida Department of State.

SIXTH: The names and addresses of the managers of the surviving company are as follows:

Oren Kattan
117 So. 17th Avenue
Hollywood, FL 33020

James Kattan
117 So. 17th Avenue
Hollywood, FL 33020

Tomas Cabrerizo
6340 Sunset Drive
Miami, FL 33143

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Dated: January 1, 2007.

TC 17th Street Investors, LLC, a Florida limited liability company

By: 
Tomas Cabrerizo, Manager

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MAR-13-2007 TUE 03:22 PM

FAX NO.

P. 06/06

((H07000066500 3)))

Orix Properties, LLC, a Florida limited liability company

By: 
Oren Kattan, Manager

Orix Subsidiary, LLC, a Florida limited liability company

By: 
James Kattan, Manager

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