

L06000054430

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

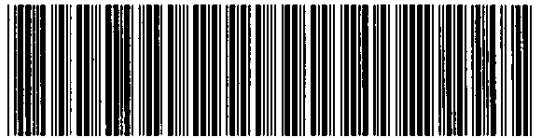
(Document Number)

Certified Copies _____

Certificates of Status _____

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2009 APR 20 AM 11:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS

APR 21 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Argov Gavish Properties 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:

David F. Hannan

(Contact Person)

David F. Hannan P.A.

(Firm/Company)

600 North Pine Island Road # 450

(Address)

Plantation, Florida 33324

(City, State and Zip Code)

For further information concerning this matter, please call:

David F. Hannan

(Name of Contact Person)

at

954

(Area Code and Daytime Telephone Number)

581-9388



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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CERTIFICATE OF MERGER

OF

2009 APR 20 AM 11:20

ARGOV GAVISH PARTNERSHIP, a Florida General Partnership
Into

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARGOV GAVISH PROPERTIES LLC, a Florida Limited Liability Company

The following Certificate of Merger is being submitted in accordance with section 608.4382 and section 620.8918 Florida Statutes.

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

ARGOV GAVISH PARTNERSHIP
1100 S. Powerline Road
Deerfield Beach, FL 33442
Jurisdiction: Florida
Entity Type: General Partnership
Florida Document/ Registration Number: GP9900000613

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of each **surviving** party is as follows:

ARGOV GAVISH PROPERTIES LLC
1100 S. Powerline Road
Deerfield Beach, FL 33442
Jurisdiction: Florida
Entity Type: Limited Liability Company
Florida Document/ Registration Number: L06000054430

THIRD: The attached Plan of Merger was approved and adopted by the **merging party** (ARGOV GAVISH PARTNERSHIP, a domestic General Partnership) and the **surviving party** (ARGOV GAVISH PROPERTIES LLC, a domestic Limited Liability Company) in accordance with the applicable provisions of Chapters 608 and 620 of the Florida Statutes and is incorporated by reference as if fully set forth herein.

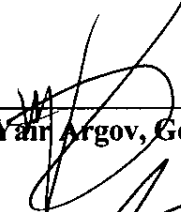
FOURTH: The merger shall become effective on the date this Certificate of Merger is filed with the Florida Department of State.

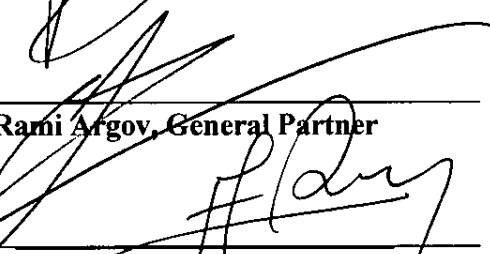
FIFTH: SIGNATURES FOR EACH PARTY

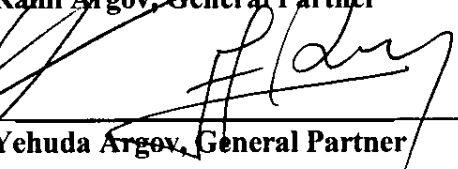
IN WITNESS WHEREOF, this Certificate of Merger is executed by the parties hereto on this
30 day of ~~November 2008~~ March 2009

Merging Party:

ARGOV GAVISH PARTNERSHIP, a Florida General Partnership

By: 
Yair Argov, General Partner

By: 
Rami Argov, General Partner

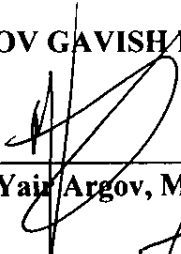
By: 
Yehuda Argov, General Partner

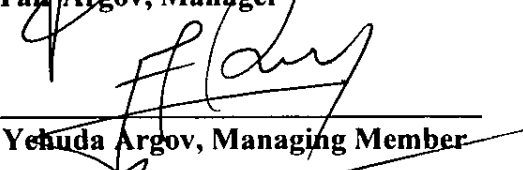
By: 
Uri Gavish, General Partner

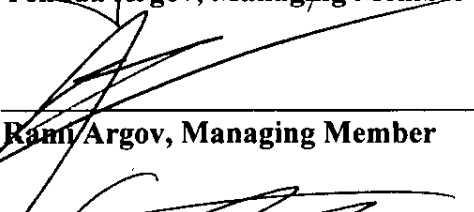
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TALLAHASSEE, FLORIDA

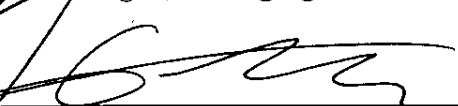
Surviving Party

ARGOV GAVISH PROPERTIES LLC, a Florida Limited Liability Company

By: 
Yair Argov, Manager

By: 
Yehuda Argov, Managing Member

By: 
Rami Argov, Managing Member

By: 
Yuri Gavish, Managing Member

FILED

PLAN OF MERGER

Merging

2009 APR 20 AM 11:21

ARGOV GAVISH PARTNERSHIP, a Florida General Partnership
Into
ARGOV GAVISH PROPERTIES LLC, a Florida Limited Liability Company

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Plan of Merger has been adopted and approved by **ARGOV GAVISH PARTNERSHIP, a Florida General Partnership**, and **ARGOV GAVISH PROPERTIES LLC, a Florida Limited Liability Company**, in accordance with sections 620.8916, 620.8917 and 608.438 and 608.4381 Florida Statutes.

FIRST: The exact name, form/entity type and jurisdiction of the **merging** party are as follows:

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
ARGOV GAVISH PARTNERSHIP	General Partnership	Florida

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

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
ARGOV GAVISH PROPERTIES LLC	Limited Liability Company	Florida

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

ARGOV GAVISH PARTNERSHIP shall merge into ARGOV GAVISH PROPERTIES LLC and upon the filing of the Articles of Merger with the Florida Department of State ARGOV GAVISH PARTNERSHIP shall cease to exist.

The surviving party shall be ARGOV GAVISH PROPERTIES LLC.

By virtue of the merger, ARGOV GAVISH PROPERTIES LLC shall succeed to the property interests of ARGOV GAVISH PARTNERSHIP and be responsible for all of its debts and liabilities of any and nature and kind according to the tenor thereof as if the original maker, obligor or guarantor there under.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of the merging party corporation into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Upon the effective date of the Merger, each general partnership interest of ARGOV GAVISH PARTNERSHIP shall be deemed to be converted into a membership interest in ARGOV GAVISH PROPERTIES LLC. As the general partners of ARGOV GAVISH PARTNERSHIP and the members of ARGOV GAVISH PROPERTIES LLC are one and the same holding identical proportionate ownership interests in both the merging and surviving parties, there shall be no adjustment in proportionate membership interests in the surviving party or issuance of additional membership interests in the surviving limited liability company. The only adjustment, upon advice of the accountants for the surviving party, shall be to book value of the membership interests of the surviving party.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged corporation into rights to acquire interests, shares, obligations or other securities of the surviving corporation, in whole or in part, into cash or other property are as follows:

Not applicable

FIFTH:

Other provisions, if any relating to the merger:

- A. **Surviving Party.** On the effective date of the merger, all of the estate, property, rights, privileges, powers, franchise, and interests of ARGOV GAVISH PARTNERSHIP and all of its property, real, personal, and mixed, and all of its debts due on whatever account, and all choses in action belonging to it, shall be vested in ARGOV GAVISH PROPERTIES LLC as the surviving party, without further act or deed; and all claims, demands, property, and every other interest shall be as effectually the property of ARGOV GAVISH PROPERTIES LLC as the surviving party as they were of ARGOV GAVISH PARTNERSHIP and shall not be deemed to revert or to be in any way impaired by reason of the merger but shall be vested in ARGOV GAVISH PROPERTIES LLC which shall be responsible for all of the debts and liabilities of any and nature and kind of ARGOV GAVISH PARTNERSHIP according to the tenor thereof as if the original maker, obligor or guarantor there under.
- B. **Further Documents.** To the extent permitted by law, from time to time, as and when requested by ARGOV GAVISH PROPERTIES LLC or by its successors or assigns, ARGOV

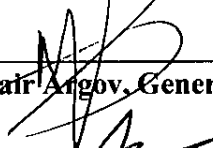
GAVISH PARTNERSHIP shall execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take, or cause to be taken, such further or other action as ARGOV GAVISH PROPERTIES LLC may deem necessary or desirable, in order to vest in and confirm to ARGOV GAVISH PROPERTIES LLC title to, and possession of, any property ARGOV GAVISH PROPERTIES LLC acquired by reason of or as a result of the merger herein provided for, and otherwise to carry out the intent and purposes hereof; and the general partners of ARGOV GAVISH PARTNERSHIP and the manager of ARGOV GAVISH PROPERTIES LLC are fully authorized, in the name of ARGOV GAVISH PARTNERSHIP or otherwise, to take any and all such action.

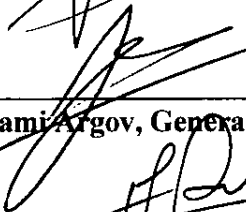
- C. **Termination.** At any time before the merger contemplated by this Plan of Merger becomes effective, this Plan may be terminated and the Merger abandoned with the consent of ARGOV GAVISH PARTNERSHIP and ARGOV GAVISH PROPERTIES LLC.

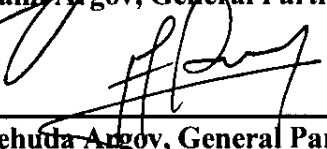
IN WITNESS WHEREOF, this Plan of Merger is executed by the parties hereto on this 30 day of ~~November~~ MARCH 2008.

Merging Party:

ARGOV GAVISH PARTNERSHIP, a Florida General Partnership

By: 
Yair Argov, General Partner

By: 
Rami Argov, General Partner

By: 
Yehuda Argov, General Partner

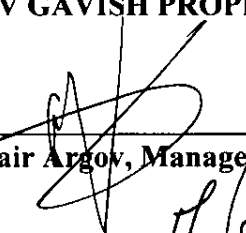
By: 
Uri Gavish, General Partner

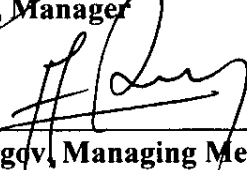
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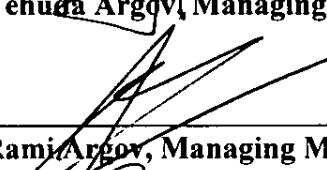
Surviving Party Execution on Page Following

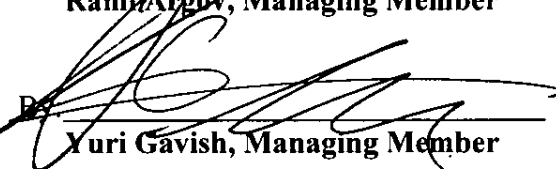
Surviving Party:

ARGOV GAVISH PROPERTIES LLC, a Florida Limited Liability Company

By: 
Yair Argov, Manager

By: 
Yehuda Argov, Managing Member

By: 
Rami Argov, Managing Member

By: 
Yuri Gavish, Managing Member

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