

7

LO7000012654

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

LO7-12654

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100087098581

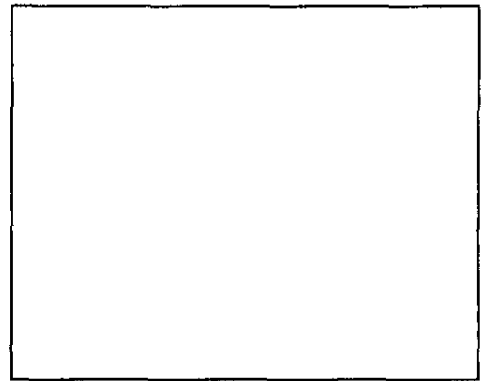
FILED
07 FEB 14 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02/14/07--01030--0 **150.00

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2007 FEB 14 PM 12:59
NOT RETURNED
TO ACRNOWLEDGE
SUFFICIENCY OF FILING

FEB 14 2007

FLORIDA RESEARCH & FILING SERVICES, INC.
1211 CIRCLE DRIVE
TALLAHASSEE, FL 32301
PHONE (850)656-6446



OFFICE USE ONLY

WALK-IN

ENTITY NAME:

1. THE BERMAN FAMILY III, LLC

CK# 2430

AMOUNT \$150.00 (\$50.00 FOR THIS FILING)

PLEASE FILE THE ATTACHED MERGER & RETURN THE FOLLOWING:

☐ CERTIFIED COPY

☒ STAMPED COPY

☐ CERTIFICATE OF STATUS

Examiner's Initials

FILED

07 FEB 14 PM 3: 10

AGREEMENT, PLAN AND CERTIFICATE OF MERGER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AGREEMENT, PLAN AND CERTIFICATE OF MERGER (the "Agreement") is made and entered into as of February 7, 2007, among **THE BERMAN FAMILY III, LLC**, a Florida limited liability company ("TBF III-FL"), and **THE BERMAN FAMILY III, LLC**, a Michigan limited liability company ("TBF III-MI"), under the Michigan Limited Liability Company Act (the "Michigan Act") and the Florida Limited Liability Company Act (the "Florida Act").

TBF III-FL and TBF III-MI agree to and do hereby effect the merger of TBF III-MI with and into TBF III-FL (the "Merger") on the terms and conditions set forth below, effective as of the Effective Date (defined below):

1. CONSTITUENT COMPANIES

- a. The name and state of organization of each of the constituent limited liability companies involved in the Merger, its state identification number, and its date of organization are:

<u>Name</u>	<u>State of Organization</u>	<u>Florida ID Number</u>	<u>Michigan ID Number</u>	<u>Date of Organization</u>
THE BERMAN FAMILY III, LLC	Florida	L07000012654	NONE	2/2/2007
THE BERMAN FAMILY III, LLC	Michigan	NONE	D0376V	5/15/2006

- b. The surviving limited liability company of the Merger (the "Surviving LLC") and its identification number is:

THE BERMAN FAMILY III, LLC Florida L07000012654

2. TERMS AND EFFECT OF MERGER

- a. On the Effective Date, TBF III-MI will cease to exist separately, and will be merged with and into TBF III-FL in accordance with the provisions of this Agreement and in accordance with the provisions of and with the effect provided in the Michigan Act and the Florida Act.

- b On the Effective Date, on consummation of the Merger, the members of, and their membership interests in, the Surviving LLC will be the same as those of TBF III-FL prior to the consummation of the Merger

3. ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT

- a The Articles of Organization of TBF III-FL shall be the Articles of Organization of the Surviving LLC. There shall be no changes to the Articles of Organization of the Surviving LLC
- b TBF III-FL hereby adopts all of the provisions of the Operating Agreement of TBF III-MI (the "Operating Agreement") and such Operating Agreement shall be the Operating Agreement of the Surviving LLC. The Operating Agreement shall be amended as follows:
 - c
 - i The effective date of the Operating Agreement shall be as of February 15, 2007
 - ii Section 1.1 of Article I of the Operating Agreement shall be amended in its entirety to read as follows: "The Company has been organized as a Florida limited liability company under and pursuant to the Florida Limited Liability Company Act (the "Act") by the filing of Articles of Organization with the Florida Secretary of State"
 - iii All references to the State of Michigan shall be replaced with a reference to the State of Florida
 - iv Section 10.5 of Article X shall be amended in its entirety to read as follows: "This Agreement shall be governed by the laws of the State of Florida"

4. FILING OF AGREEMENT; EFFECTIVE DATE

- a To cause the Merger to become effective, a copy of this Agreement will be filed with (i) the Michigan Department of Labor & Economic Growth Bureau of Commercial Services, pursuant to and in accordance with the Michigan Act and (ii) the Florida Secretary of State Division of Corporations, pursuant to and in accordance with the Florida Act
- b The effective date and time of the Merger (the "Effective Date") is the date of filing of this Agreement

5. ADOPTION AND APPROVAL

This Agreement has been adopted and approved, without a meeting, by the written consent of all of the Managers and Members of TBF III-FL and the Managers and Members of TBF III-MI in accordance with the provisions of the Michigan Act and the Florida Act, as is appropriate

The Surviving LLC will be responsible for all fees and franchise taxes

6. COPIES OF THIS AGREEMENT

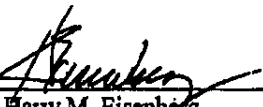
An original, executed copy of this Agreement will remain on file at TBF III-FL's principal place of business, the address of which is 721 First Avenue North, St Petersburg, Florida 33701, and upon request and without cost, TBF III-FL shall furnish a copy thereof to any member of TBF III-MI or TBF III-FL

7. MERGER PERMITTED UNDER MICHIGAN AND FLORIDA LAW

This Merger is permitted under, and has been effectuated in accordance with, the laws of the State of Michigan and the State of Florida

INTENDING TO BE LEGALLY BOUND, the undersigned have executed this Agreement, Plan and Certificate of Merger as of date first written above.

THE BERMAN FAMILY III, LLC, a Florida
limited liability company

By: 
Harry M. Eisenberg
Its: Authorized Agent

THE BERMAN FAMILY III, LLC, a Michigan
limited liability company

By: 
Harry M. Eisenberg
Its: Authorized Agent

FILED
07 FEB 14 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA