

LO 7000066863

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

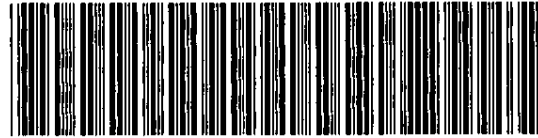
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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12/31/12--01005--001 **80.00

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2012 DEC 31 AM 9:38
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

EFFECTIVE DATE
1/1/2013

Mayer
[Signature]
12/31/12

Holland & Knight

Requester's Name

315 South Calhoun Street, suite 600

Address

Tallahassee, FL 32301 (850)425-5686

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Alliance Real Property Holding Company LLC
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

Walk in

Pick up time _____

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

EFFECTIVE DATE

1/1/13

FILED

12 DEC 31 AM 10:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
ALLIANCE LINEN SERVICE, LLC
INTO
ALLIANCE REAL PROPERTY HOLDING COMPANY, LLC**

The undersigned, for the purpose of merging limited liability companies under the Florida Limited Liability Act, Florida Statute Section 608.4382, acknowledges and files the following Articles of Merger.

**ARTICLE I
MERGING LIMITED LIABILITY COMPANY**

The name, street address, and jurisdiction for the merging limited liability company is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>
Alliance Linen Service, LLC 1811 North Dixie Highway West Palm Beach, FL 33407	Florida

**ARTICLE II
SURVIVING LIMITED LIABILITY COMPANY**

The name, street address, and jurisdiction for the surviving limited liability company is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>
Alliance Real Property Holding Company, LLC 1811 North Dixie Highway West Palm Beach, FL 33407	Florida

**ARTICLE III
PLAN OF MERGER**

The Plan of Merger for ALLIANCE LINEN SERVICE, LLC to merge into ALLIANCE REAL PROPERTY HOLDING COMPANY, LLC is attached as **Exhibit "A"**.

ARTICLE IV
APPROVAL OF PLAN OF MERGER


The attached Plan of Merger meets the requirements of Florida Statutes Section 608.438 and was approved by both ALLIANCE LINEN SERVICE, LLC and ALLIANCE REAL PROPERTY HOLDING COMPANY, LLC, which are the only parties to the merger.

ARTICLE V
EFFECTIVE DATE


The merger shall become effective as of January 1, 2013.

27th IN WITNESS WHEREOF, the undersigned hereby executes these Articles of Merger this day of December, 2012.

Alliance Linen Service, LLC
a Florida limited liability company

By: 
Print Name: Robert Raphael
As its: Member

Alliance Real Property Holding Company,
LLC
a Florida limited liability company

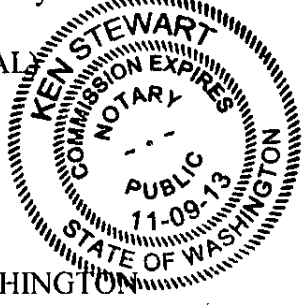
By: 
Print Name: Robert Raphael
As its: Manager


STATE OF WASHINGTON
COUNTY OF KING

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Robert Raphael, a Member of Alliance Linen Service, LLC, a Florida limited liability company, on behalf of the company, who is personally known to me or who [] has produced _____ as identification.

WITNESS my hand and official seal this 27 day of December, 20 12.

(NOTARIAL SEAL)



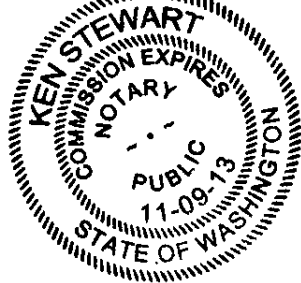

Notary Public Ken Stewart
State of Washington at Large
My Commission Expires: 11/09/13

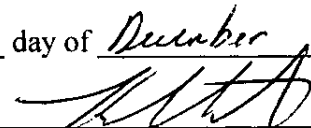
STATE OF WASHINGTON
COUNTY OF KING

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Robert Raphael, a Manager of Alliance Real Property Holding Company LLC, a Florida limited liability company, on behalf of the company, who is personally known to me or who [] has produced _____ as identification.

WITNESS my hand and official seal this 27 day of December, 20 12.

(NOTARIAL SEAL)




Notary Public Ken Stewart
State of Washington at Large
My Commission Expires: 11/09/13

**PLAN OF MERGER OF
ALLIANCE LINEN SERVICE, LLC
INTO
ALLIANCE REAL PROPERTY HOLDING COMPANY , LLC**

THIS PLAN OF MERGER by and between ALLIANCE LINEN SERVICE, LLC, a Florida limited liability company, and ALLIANCE REAL PROPERTY HOLDING COMPANY, LLC a Florida limited liability company, has been adopted and approved by the parties, in accordance with Florida Statute Section 608.438

**ARTICLE I
SURVIVING ENTITY**

ALLIANCE REAL PROPERTY HOLDING COMPANY, LLC shall be the surviving entity upon the merger of ALLIANCE LINEN SERVICE, LLC into ALLIANCE REAL PROPERTY HOLDING COMPANY, LLC

**ARTICLE II
NAME AND ADDRESS OF SURVIVING LIMITED LIABILITY COMPANY**

The name, address and jurisdiction of formation of the surviving limited liability company is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>
Alliance Real Property Holding Company, LLC 1811 North Dixie Highway West Palm Beach, FL 33407	Florida

**ARTICLE III
NAME AND ADDRESS OF MERGING LIMITED LIABILITY COMPANY**

The name, address and jurisdiction of formation of the merging limited liability company is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>
Alliance Linen Service, LLC 1811 North Dixie Highway West Palm Beach, FL 33407	Florida

**ARTICLE IV
NAME OF SURVIVING LIMITED LIABILITY COMPANY**

After the merger, the surviving limited liability company will have the name "ALLIANCE REAL PROPERTY HOLDING COMPANY, LLC"

ARTICLE V
MERGER

A. Transfer of Assets and Liabilities. The merger shall be effectuated by ALLIANCE LINEN SERVICE, LLC transferring all its assets and liabilities to ALLIANCE REAL PROPERTY HOLDING COMPANY, LLC. Upon the transfer of said assets and liabilities, ALLIANCE LINEN SERVICE, LLC shall automatically cease and will no longer exist as an independent limited liability company.

B. Converting Memberships. The membership of ALLIANCE REAL PROPERTY HOLDING COMPANY, LLC and ALLIANCE LINEN SERVICES, LLC are identical prior to the merger transaction, with each of the three members of both entities owning 33.33% of equity. It is the intent of the members of each merging entity that all of their incidents of ownership in the surviving entity, ALLIANCE REAL PROPERTY HOLDING COMPANY, LLC, will equal each member's pre-merger ownership in each of the separate entities being merged. Consequently, the three members of each of ALLIANCE LINEN SERVICE, LLC and ALLIANCE REAL PROPERTY HOLDING COMPANY, LLC will each own 33.33% of the survivor of the merger, ALLIANCE REAL PROPERTY HOLDING COMPANY, LLC, which will own 100% of all of the assets and liabilities of both parties to the merger. As of the Effective Date, all members of ALLIANCE LINEN SERVICE, LLC shall automatically become members of ALLIANCE REAL PROPERTY HOLDING COMPANY, LLC with the ability to immediately receive all the rights, privileges, abilities, and benefits granted to members of ALLIANCE REAL PROPERTY HOLDING COMPANY, LLC.

C. Approval of Merger. All the members of each limited liability company have approved the merger, as evidenced by their signatures affixed hereto. The merger is considered approved by each limited liability company's membership as required by Florida Statutes Section 608.4382.

D. GOVERNING DOCUMENTS. Upon the effective date of the merger, and until amended or restated, the Operating Agreement of Alliance Real Property Holding Company, LLC and the Exhibits thereto dated December 6, 2007 shall be the Operating Agreement of the surviving entity, except that Section 5.03 and Article VI of such Operating Agreement shall be superceded and replaced in their entirety by Section 5.03 and Article VI of the Operating Agreement of Alliance Linen Service, LLC dated December 6, 2007.

ARTICLE VI
MANAGERS OF ALLIANCE REAL PROPERTY HOLDING COMPANY, LLC

ALLIANCE REAL PROPERTY HOLDING COMPANY, LLC is a manager-managed limited liability company. The names and addresses of the Managers of ALLIANCE REAL PROPERTY HOLDING COMPANY, LLC are as follows:

<u>Name</u>	<u>Address</u>
-------------	----------------

Robert Raphael

1811 North Dixie Highway
West Palm Beach, FL 33407

Bruce Feldman

1811 North Dixie Highway
West Palm Beach, FL 33407

Douglas Ostrow

1811 North Dixie Highway
West Palm Beach, FL 33407

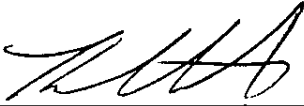
ARTICLE VII
EFFECTIVE DATE

The effective date of the merger shall be January 1, 2013.

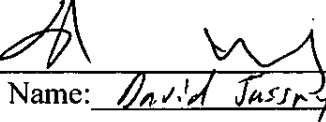
27th IN WITNESS WHEREOF, the undersigned hereby executes this Plan of Merger this day of December, 2012.

Signed, sealed and delivered
in the presence of:

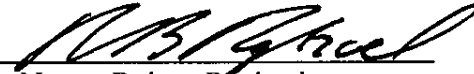
Alliance Linen Service, LLC
a Florida limited liability company



Print Name: Ken Stewart



Print Name: David Jassny

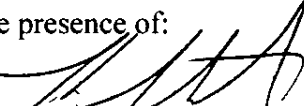
By: 
Print Name: Robert Raphael
As its: Member

Signed, sealed and delivered

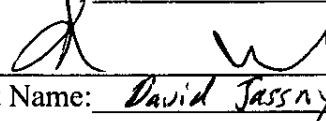
Alliance Real Property Holding Company,
LLC

in the presence of:

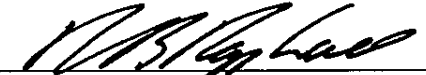
a Florida limited liability company



Print Name: Ken Stewart



Print Name: David Jassny

By: 
Print Name: Robert Raphael
As its: Manager

**The signature of the Members of each of the limited liabilities companies that are a party to
this Plan of Merger**

**Member Signature Page to the Plan of Merger between
Alliance Linen Service, LLC
And
Alliance Real Property Holding Company, LLC**

Members of Alliance Linen Service, LLC

Douglas H. Ostrow 2007 Trust

By: _____
Its: Trustee

Service Linen Supply, Inc.

By: *[Signature]*
Its: *Co-President*

Economy Linen & Towel Service,
Inc.

By: _____
Its: _____

Members of Alliance Real Property Holding Company, LLC

Douglas H Ostrow 2007 Trust

By: _____
Its: Trustee

Service Linen Supply, Inc.

By: *[Signature]*
Its: *Co-President*

Economy Linen & Towel Service,
Inc.

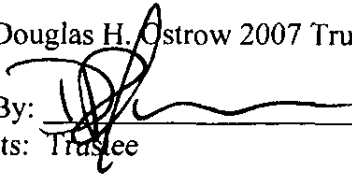
By: _____
Its: _____

**Member Signature Page to the Plan of Merger between
Alliance Linen Service, LLC
And
Alliance Real Property Holding Company, LLC**

Members of Alliance Linen Service, LLC

Douglas H. Ostrow 2007 Trust

Service Linen Supply, Inc.

By: 
Its: Trustee

By: _____
Its: _____

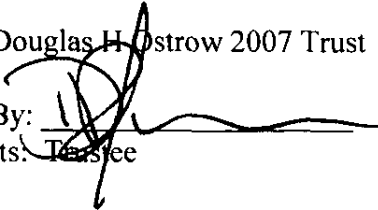
Economy Linen & Towel Service,
Inc.

By: _____
Its: _____

Members of Alliance Real Property Holding Company, LLC

Douglas H. Ostrow 2007 Trust

Service Linen Supply, Inc.

By: 
Its: Trustee

By: _____
Its: _____

Economy Linen & Towel Service,
Inc.

By: _____
Its: _____

**Member Signature Page to the Plan of Merger between
Alliance Linen Service, LLC
And
Alliance Real Property Holding Company, LLC**

Members of Alliance Linen Service, LLC

Douglas H. Ostrow 2007 Trust

Service Linen Supply, Inc.

By: _____
Its: Trustee

By: _____
Its: _____

Economy Linen & Towel Service,
Inc.

By: Bruce Feldman
Its: President

Members of Alliance Real Property Holding Company, LLC

Douglas H Ostrow 2007 Trust

Service Linen Supply, Inc.

By: _____
Its: Trustee

By: _____
Its: _____

Economy Linen & Towel Service,
Inc.

By: Bruce Feldman
Its: President

BT