

107000109427

(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:

Office Use Only



300227840593

04/09/12--01040--019 **50.00

FILED
12 MAY - 1 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. MCLEOD
MAY - 2 2012
EXAMINER

LEFKOWITZ, SHAW & SENTNER

ATTORNEYS AND COUNSELORS AT LAW

IVAN M. LEFKOWITZ*
THOMAS C. SHAW**
KEVIN A. SENTNER**

430 NORTH MILLS AVENUE, SUITE 4
ORLANDO, FLORIDA 32803

TELEPHONE (407) 425-1974
FACSIMILE (407) 425-1981
WEBSITE: ORLANDOLAW.ORG

* BOARD CERTIFIED IN TAXATION AND
MASTER OF LAWS IN ESTATE PLANNING
** BOARD CERTIFIED IN WILLS, TRUSTS, ESTATES

April 24, 2012

PERSONAL AND CONFIDENTIAL

Florida Department of State
Division of Corporations
P O Box 6327
Tallahassee, Florida 32314

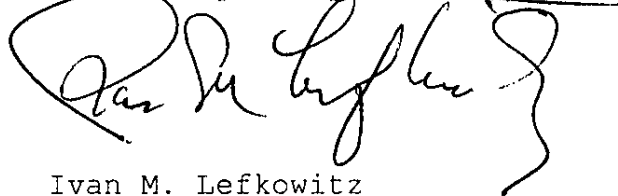
Re: The Melrose-Sovereign Companies L.L.C.
Reference # L07000109427

Dear Sir or Madam:

Enclosed herewith please find the revised Certificate of Merger for Florida Limited Liability Company, with regard to the above referenced LLC. Also enclosed is your letter of April 12, 2012 that confirmed receipt of the \$50.00 filing fee but requested a change in the effective date.

The revised document indicates an effective date of May 1, 2012. Please file this Certificate of Merger as quickly as possible. Feel free to contact our office if there are any questions.

Yours very truly,

A handwritten signature in black ink, appearing to read 'Ivan M. Lefkowitz', written over the typed name below.

Ivan M. Lefkowitz

IML:ac
Enclosures

**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>
THE MELROSE MANAGEMENT PARTNERSHIP, L.L.C.	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>
THE MELROSE-SOVEREIGN COMPANIES, L.L.C.	FLORIDA	LLC

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:

May 1, 2012

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:

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:


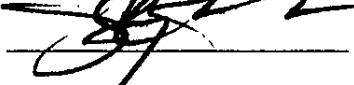
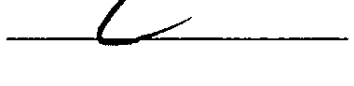
Street address: 1600 W COLONIAL DRIVE

ORLANDO FL 32804

Mailing address: (SAME)

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:
THE MELROSE-SOVEREIGN COMPANIES, L.L.C.		JACK B HANSON
THE MELROSE MANAGEMENT PARTNERSHIP, L.L.C.		JACK B HANSON
		

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

<u>Fees:</u> 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

<u>Certified Copy (optional):</u>	\$30.00
--	---------

PLAN OF MERGER
OF LIMITED LIABILITY COMPANIES

Merger between **THE MELROSE-SOVEREIGN COMPANIES, L.L.C.**, (the "Surviving L.L.C.") and **THE MELROSE MANAGEMENT PARTNERSHIP, L.L.C.**, (the "Disappearing L.L.C.") (collectively the "Constituent L.L.C.s"), both of which are Florida Limited Liability Companies. This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§608.438 et seq. of the Florida Limited Liability Company Act (the "Act").

1. Articles of Organization. The L.L.C. Articles of Organization of Surviving L.L.C., as in effect immediately before the Effective Date of the Merger (the "Effective Date," which shall be April 1, 2012) shall, without any changes, be the Articles of Organization of the Surviving L.L.C. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Members of the Constituent L.L.C.s. On the Effective Date, all ownership interests of Disappearing L.L.C.'s membership interests that shall be issued and outstanding at that time shall without more be converted into and exchanged for equal membership interests in accordance with this Plan. Each percentage of equity interest of Surviving L.L.C. that is issued and outstanding on the Effective Date shall continue as equity interests of Surviving L.L.C.

3. Satisfaction of Rights of Disappearing L.L.C. Members. All membership interests of Surviving L.L.C. into which membership interests of Disappearing L.L.C. shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted membership interests.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing L.L.C. shall cease, and Surviving L.L.C. shall be fully vested in Disappearing L.L.C.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §608.4383 of the Act.

5. Supplemental Action. If at any time after the Effective Date Surviving L.L.C. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the Manager(s) or Managing Member(s) of Surviving L.L.C. or Disappearing L.L.C., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of

Surviving L.L.C., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving L.L.C., or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing L.L.C. and Surviving L.L.C. shall cause their respective Members to execute Certificates of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Certificates of Merger as if fully set forth in such Certificates and shall become an exhibit to such Certificates of Merger. Thereafter, such Certificates of Merger shall be delivered for filing by Surviving L.L.C. to the Florida Secretary of State. In accordance with §608.4382 of the Act, the Certificate of Merger shall specify the "Effective Date," which shall be, the filing date of the Articles, as specified herein.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Limited L.L.C.s which is, or the Members of which are, entitled to the benefit thereof by action taken by the Manager(s) or Managing Member(s) of such party, or may be amended or modified in whole or in part at any time before the vote of the Members of the Constituent Limited L.L.C.s by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §608.438 et seq. of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Certificates of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Members of both Constituent Limited L.L.C.s, notwithstanding favorable action by the Members of the respective Constituent Limited L.L.C.s, in accordance with the provisions of §608.4381(7).

9. Name Change. Immediately following the confirmation of the Merger by the Florida Department of State, the Surviving L.L.C. shall change its name to "MELROSE MANAGEMENT PARTNERSHIP, L.L.C."

[SIGNATURES ON NEXT PAGE]

Dated: April 5, 2012.

Constituent Limited L.L.C.s:

THE MELROSE MANAGEMENT PARTNERSHIP, L.L.C.

By: 

Manager

Print Name: JACK B. HANSON

THE MELROSE-SOVEREIGN COMPANIES, L.L.C.

By: 

Manager

Print Name: JACK B. HANSON

G:\Client\Hanson\Melrose Management Ptr\PlanMergerLLC.wpd