

L07000110915

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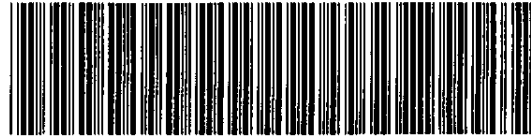
(Business Entity Name)

(Document Number)

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J. BRYAN

JUN - 3 2011

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AM INVEST, 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:

Robert Seiden

Contact Person

Sachs Sax Caplan, P.L.

Firm/Company

6111 Broken Sound Parkway NW, Suite 200

Address

Boca Raton, Florida 33487

City, State and Zip Code

rseiden@ssclawfirm.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Daniel A. Kaskel

Name of Contact Person

at (561)

994-4499

Area Code and Daytime Telephone Number



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

CERTIFICATE OF MERGER

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies, in accordance with section 608.4382, Florida Statutes.

First: The name and jurisdiction of the **merging** business entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
#L05000045532 Alva 270 Herzliya, LLC	Florida	Limited Liability Company

Second: The name of and jurisdiction of the **surviving** business entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
#L07000110915 AM Invest, LLC	Florida	Limited Liability Company

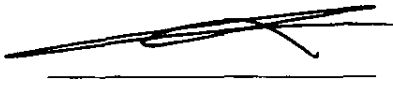
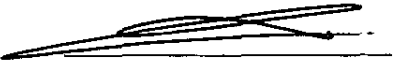
Third: The Plan of Merger is attached.

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

Fifth: The attached Plan of Merger was adopted by the sole Manager and the sole member of the surviving limited liability company on September 30, 2010.

Sixth: The attached Plan of Merger was adopted by the sole Manager of the merging limited liability company on September 30, 2010.

Seventh: Signatures for the merging limited liability company and the surviving limited liability company:

<u>Name of Entity</u>	<u>Signature of an Officer, Director or Manager</u>	<u>Name and Title</u>
Alva 270 Herzliya, LLC		Ronen Saban, Manager
AM Invest, LLC		Ronen Saban, Manager

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 608.438(3) of the Florida Statutes.

First: The name and jurisdiction of the **Merging** limited liability company is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Alva 270 Herzliya, LLC	Florida	Limited Liability Company

Second: The name and jurisdiction of the **Surviving** limited liability company is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
AM Invest, LLC	Florida	Limited Liability Company

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

1. The constituent entities, AM Invest, LLC (the “**Surviving Limited Liability Company**”) and Alva 270 Herzliya, LLC (the “**Merging Limited Liability Company**”), shall, pursuant to applicable provisions of the Florida Limited Liability Company Act, be merged with and into a single limited liability company, to wit, AM Invest, LLC. Upon the date of filing of the Certificate of Merger with the Florida Department of State (the “**Effective Date**”), the Surviving Limited Liability Company shall continue to exist under its present name pursuant to the provisions of the laws of the State of Florida and the separate existence of the Merging Limited Liability Company shall cease in accordance with the provisions of the Florida Limited Liability Company Act.

2. The Articles of Organization and the Operating Agreement of the Surviving Limited Liability Company upon the Effective Date of the merger shall be the Articles of Organization and the Operating Agreement of the Surviving Limited Liability Company and shall 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. Upon the Effective Date, the Surviving Limited Liability Company shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of each of the Surviving Limited Liability Company and the Merging Limited Liability Company, and all obligations belonging to or due to each of the Surviving Limited Liability Company and the Merging Limited Liability Company, all of which shall be vested in the Surviving Limited Liability Company without further act or deed. The Surviving Limited Liability Company shall be liable for all the obligations of the Surviving Limited Liability Company and the Merging Limited Liability Company; any claim existing, or action or proceeding pending, by or against the Surviving Limited Liability Company and the Merging Limited Liability Company, may be prosecuted to judgment, with right of appeal, as if the merger had not taken place, or the Surviving Limited Liability Company may be substituted in its place; and all the rights of creditors of each of the Surviving Limited Liability Company and the Merging Limited Liability Company shall be preserved unimpaired. Alva 270 Herzliya, LLC was the managing member of Alva 270 Investors, LLC, a Florida limited liability company (“Investors”). In connection with this plan of merger, Investors has appointed Am Invest, LLC as it managing member in place of Alva 270 Herzliya, LLC.

4. The Manager of the Surviving Limited Liability Company upon the Effective Date shall continue to be the Manager of the Surviving Limited Liability Company, whom shall hold his position until the election and qualification of his respective successor or until his tenure is otherwise terminated in accordance with the operating agreement of the Surviving Limited Liability Company.

5. The Managers of the Merging Limited Liability Company and the Manager of the Surviving Limited Liability Company are authorized to amend the Plan of Merger at any time prior to the Effective Date, subject to the limitations set forth in the applicable law. Any amendments to, or a restatement of, the articles of organization or the operating agreement of the Surviving Limited Liability Company, and such amendments or restatement shall be effective at the effective date of the merger.

6. The Plan of Merger herein made and adopted shall be submitted to the members of the Merging Limited Liability Company for their adoption or rejection in the manner prescribed by the provisions of the Florida Limited Liability Company Act, and the merger of the Merging Limited Liability Company with and into the Surviving Limited Liability shall be authorized in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

7. In the event that the Plan of Merger shall have been adopted by the members entitled to vote of the Merging Limited Liability Company in the manner prescribed by the provisions of the Florida Limited Liability Company Act, and in the event that the merger of the Merging Limited Liability Company with and into the Surviving Limited Liability Company shall have been duly authorized in compliance with the Florida Limited Liability Company Act, the Merging Limited Liability Company and the Surviving Limited Liability Company hereby stipulate that they shall cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they shall cause to be performed all necessary acts therein and elsewhere to effectuate the merger subject, however, to any provision or provisions contained hereinafter for abandoning or amending the Plan of Merger.

8. The Managers of the Merging Limited Liability Company and the Manager of the Surviving Limited Liability Company, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. At any time before the effective date of the merger, this Plan of Merger may be terminated and the merger may be abandoned for any reason whatsoever by the Managers of the Merging Limited Liability Company or the Manager of the Surviving Limited Liability Company, or by both, by the adoption of appropriate resolutions and written notification thereof to the other party to the merger, notwithstanding the approval of this Plan of Merger by the Managers of the Merging Limited Liability Company or by the Manager of Surviving Limited Liability Company, or both. In the event of the termination of this Plan of Merger and the abandonment of the merger pursuant to the provisions of this section, this Plan of Merger shall become void and have no effect, without any liability on the part of either of the constituent entities or their respective officers, directors, manager or members in respect thereof, pursuant to the Florida Limited Liability Act.


Fourth: Each issued and outstanding membership interest of the Merging Limited Liability Company shall, upon the Effective Date of the merger, be converted into the number of units in the

Surviving Limited Liability Company as agreed upon by the parties based upon the respective fair market values of the Merging Limited Liability Company.

Fifth: This Plan of Merger shall be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida.


IN WITNESS WHEREOF, each of the undersigned entities has caused this Plan of Merger to be signed in its corporate name by its duly authorized officer, the 30th day of September, 2010.

AM INVEST, LLC,
a Florida limited liability company

By: 

Ronen Saban, Manager

ALVA 270 HERZLIYA, LLC,
a Florida limited liability company

By: 

Ronen Saban, Manager