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MERGER OR SHARE EXCHANGE

6653 Powers, L.L.C.

Certificate of Status	0
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Page Count	04
Estimated Charge	\$50.00

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CERTIFICATE OF MERGER

SECRETARY OF STATE
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Pursuant to the provisions of Sections 607.1107, 617.1103, 608.4382 and/or 622.02 of the Florida Statutes, the undersigned organizations adopt the following Certificate of Merger:

1. In the manner prescribed by Florida Statutes, the following Plan of Merger was approved by Mahmoud Ashourian, a/k/a Mike Ash, and Elaine D. Ashourian, his wife, as sole Member, and by the Manager of 6653 Powers, L.L.C., a Florida limited liability company, whose address is 7880 Gate Parkway, Suite 300, Jacksonville, Florida 32256, whose Florida document/registration number is L07000127916, whose FEI number is 26-1643578 (hereinafter referred to as the "Surviving LLC") and Mahmoud Ashourian, a/k/a Mike Ash, and Elaine D. Ashourian, his wife, as tenants by the entirety, a sole proprietorship trading and doing business as "6653 Powers" (hereinafter referred to as the "Absorbed Sole Proprietorship"), whose address is 7880 Gate Parkway, Suite 300, Jacksonville, Florida 32256 and whose sole asset is that certain real property described on Exhibit A attached hereto:

PLAN OF MERGER

Section One. Merger. The Absorbed Sole Proprietorship shall merge with and into the Surviving LLC.

Section Two. Terms and Conditions. On the effective date of the merger, the separate existence of the Absorbed Sole Proprietorship shall cease, and the Surviving LLC shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Sole Proprietorship, without the necessity for any separate transfer. The Surviving LLC shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Sole Proprietorship then owing as of such date with respect to the Absorbed Sole Proprietorship, and neither the rights of creditors nor any liens on the property of the Absorbed Sole Proprietorship shall be impaired by the merger.

Section Three. Conversion of Interests. The manner and basis of converting the ownership interests of the owner of the Absorbed Sole Proprietorship into Membership Units of the Surviving LLC is as follows:

The entire ownership interest in the Absorbed Sole Proprietorship held on the effective date of the merger shall be converted into 99 Membership Units of the Surviving LLC, which Membership Units of the Surviving LLC shall thereupon be issued and outstanding.

Section Four. Changes in Articles of Organization. The Articles of Organization of the Surviving LLC shall continue to be its Articles of Organization following the effective date of the merger.

Section Five. Changes in Operating Agreement. The Operating Agreement of the Surviving LLC shall continue to be its Operating Agreement following the effective date of the merger, except that the Operating Agreement shall be amended to reflect the additional Membership Units issued to the owner of the Absorbed Sole Proprietorship.

Section Six. Manager. The Manager of the Surviving LLC on the effective date of the merger shall continue as the Manager of the Surviving LLC.

Section Seven. Approval by Members and Sole Proprietor. This Plan of Merger has been approved contemporaneously with the execution hereof by the sole Member and the Manager of the Surviving LLC and by the owner of the Absorbed Sole Proprietorship.

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Section Eight. Effective Date of Merger. The effective date of this merger shall be the date the Certificate of Merger is filed with Florida Secretary of State; however, for accounting purposes, the effective date shall be January 1, 2008.

2. The exact name, street address of its principal office, and jurisdiction of the Surviving LLC are as following:

NAME: 6653 Powers, L.L.C. JURISDICTION: State of Florida
ADDRESS: 7880 Gate Parkway, Suite 300
Jacksonville, FL 32256

FLORIDA DOCUMENT/REGISTRATION NUMBER: L07000127916

FEI NUMBER: 26-1643578

3. The Plan of Merger meets the requirements of the Florida Statutes, and was approved contemporaneously with the execution hereof by the sole Member and the Manager of the Surviving LLC and by the owner of the Absorbed Sole Proprietorship in accordance with Chapters 607, 617, 608 and/or 620 of the Florida Statutes.

The undersigned 6653 Powers, L.L.C. and Mahmoud Ashourian, a/k/a Mike Ash, and Elaine D. Ashourian, his wife, as tenants by the entirety, a sole proprietor trading and doing business as "6653 Powers", have caused this Certificate of Merger of 6653 Powers, L.L.C. and 6653 Powers into 6653 Powers, L.L.C. to be duly executed this 9th day of January, 2008.


6653 Powers, L.L.C.,
a Florida limited liability company

By: 

Its Manager

"Surviving LLC"


Mahmoud Ashourian and


Elaine D. Ashourian, his wife, a sole proprietor
trading and doing business as "6653 Powers"

"Absorbed Sole Proprietorship"

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Exhibit "A"

That certain piece, parcel or tract of land, situate, lying and being a part of Tract One, as shown on the plat of the Acreage Replat of Part of Dixie Farms, as recorded in Plat Book 14, Page 100, of the current public records of Duval County, Florida, and being more particularly described as follows:

Commence for a point of reference at the intersection of the Northwestern right of way line of Toledo Road, (a 60 foot right of way as now established) with the Southwesterly right of way line of Powers Avenue (an 80 foot right of way as now established); thence North 58 degrees 32 minutes 30 seconds East, along the prolongation of the Northwestern right of way line of Toledo Road, 80 feet to the Northeasterly right of way line of Powers Avenue and the Point of Beginning; thence North 31 degrees 27 minutes 30 seconds West, along said Northeasterly right of way line of Powers Avenue, 250 feet; thence North 58 degrees 32 minutes 30 seconds East, 872.89 feet to the Southwesterly right of way line of the Florida East Coast Railroad Company, (a 100 foot right of way as now established); thence South 31 degrees 11 minutes 24 seconds East, along the Southwesterly right of way line of said Florida East Coast Railroad, 250.00 feet; thence South 58 degrees 32 minutes 30 seconds West, 971.71 feet to the Northeasterly right of way line of Powers Avenue and the Point of Beginning.

Being the same lands described in Official Records Volume 4948, Page 882, of the current public records of Duval County, Florida.

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