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2008 JUL -7 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. CLINE

JUL - 8 2008

EXAMINER

SIEBERS MOHNEY

/// Attorneys

Listen. Understand. Resolve.

99 MONROE AVENUE NW, SUITE 900
GRAND RAPIDS, MICHIGAN 49503
TEL: (616) 451-2121 • FAX: (616) 451-2996
WWW.SIEBERSMOHNEY.COM

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CENTRAL AVENUE FINANCIAL CENTER
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HOLLAND, MICHIGAN 49423-2831
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OF COUNSEL
JOHN L. COTÉ

Email: jschnelker@siebersmohney.com

July 1, 2008

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Merger of Propertal, LLC and Propertal of Michigan, LLC

Dear Sir/Madam:

Enclosed please find the following:

- Certificate of Merger;
- Agreement and Plan of Merger;
- Copy of Certificate of Merger endorsed filed by the State of Michigan on July 1, 2008; and
- Check in the amount of \$80.00 which includes \$50.00 for the filing fee and \$30.00 for a Certified Copy to be mailed to me at the listed address on the form cover letter enclosed.

Please contact me if you have any questions regarding the enclosed.

Very truly yours,



Jason S. Schnelker

JSS:jam
Enclosure
cc (w/enc): Dr. Ismail Salaam

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TALLAHASSEE, FLORIDA
OFFICE OF STATE
CORPORATIONS

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Propertal, 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:

Jason S. Schnelker, Esq.

(Contact Person)

Siebers Mohney, PLC

(Firm/Company)

99 Monroe Ave. NW, Suite 900

(Address)

Grand Rapids, MI 49503

(City, State and Zip Code)

For further information concerning this matter, please call:

Jason S. Schnelker

(Name of Contact Person)

at (616) 451-2121

(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

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TALLAHASSEE, FLORIDA
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2003 JUL -7 PM 12:30

**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>
Propertal of Michigan, LLC	Michigan	LLC
Propertal, LLC	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>
268-23536 Propertal, LLC	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.

2007 JUL -7 PM 12:30
CLERK OF DISTRICT COURT
STATE OF FLORIDA

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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:

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 entitles 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: _____

Mailing address: _____

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2009 JUL -7 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:
Propertal of Michigan, LLC	<i>I Sallam</i>	Ismail Sallam
Propertal, LLC	<i>I Sallam</i>	Ismail Sallam

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

Fees:

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

Certified Copy (optional): \$30.00

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TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

Propertal of Michigan, LLC and Propertal, LLC

THIS AGREEMENT AND PLAN OF MERGER is adopted by Propertal of Michigan, LLC, a Michigan limited liability company ("POM") and Propertal, LLC, a Florida limited liability company ("Propertal").

Background

The member of POM desires to merge POM into Propertal pursuant to Section 705 of Michigan's Limited Liability Company Act (the "Michigan Act") and Section 438 of Florida's Limited Liability Company Act (the "Florida Act"). The parties are in agreement that the merger should be accomplished upon the terms and conditions stated below, and they therefore agree as follows:

ARTICLE I

In accordance with the provisions of applicable Michigan and Florida law, POM and Propertal (the "Constituent Entities") shall be merged into a single entity, by merging POM into Propertal.

ARTICLE II

Upon the Effective Date of the merger, in accordance with and as provided in this Agreement and Plan of Merger and the Michigan Act and the Florida Act:

1. The Constituent Entities shall merge into a single Florida limited liability company, which shall be Propertal (the "Surviving Entity"), and the separate existence of POM (the "Disappearing Entity") shall cease.
2. The Surviving Entity shall thereupon and thereafter have all the rights, privileges, immunities, and powers, and be subject to all of the duties and liabilities of, a limited liability company under Florida and Michigan law, and shall have and possess all of the rights, privileges, immunities, and franchises, public or private, of the Constituent Entities.
3. All property (real, personal and mixed), all debts due on whatever account, all other claims or debts upon which recovery may be made in a lawsuit, and all other assets or interests of any description of or belonging to or due to the Disappearing Entity shall be deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the title to any real estate, or any interest therein, vested in the Disappearing Entity shall not revert or be in any way impaired by such merger.
4. The Surviving Entity shall be responsible and liable for all the liabilities and obligations of the Disappearing Entity, and all debts, liabilities, and duties of the Disappearing Entity shall attach to the Surviving Entity and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred and/or contracted by it; a claim existing or action or proceeding pending by or against the Disappearing Entity may be prosecuted as if such merger had not taken place, or the Surviving Entity may be substituted in the place of such Disappearing Entity; and the rights of creditors and any lien upon the property of the Disappearing Entity shall not be impaired by such merger.
5. All acts, policies, agreements, arrangements, approvals, and authorizations of the Constituent Entities, their members and agents, which were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, agreements,

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TALLAHASSEE, FLORIDA

arrangements, approvals, and authorizations of the Surviving Entity and shall be as effective and binding thereon as the same were with respect to the Constituent Entities. The employees and agents of the Constituent Entities shall become the employees and agents of the Surviving Entity and continue to be entitled to the same rights and benefits which they enjoyed as employees and agents of the Constituent Entities.

6. The Operating Agreement of Propertal, as existing and constituted on the Effective Date, shall be and constitute the Operating Agreement of the Surviving Entity until the same is altered, amended, or repealed in accordance with Florida law.
7. The Articles of Organization of Propertal shall constitute the Articles of Organization of the Surviving Entity at and after the Effective Date and until the same are altered, amended, or repealed in accordance with Florida law.

ARTICLE III

On the Effective Date: (a) the assets of the Constituent Entities shall be taken up or continued on the books of the Surviving Entity in the amounts at which such assets shall have been carried on its books immediately prior to the Effective Date; and (b) the liabilities and reserves of the Constituent Entities shall be taken up or continued on the books of the Surviving Entity in the amounts at which liabilities and reserves shall have been carried on its books immediately prior to the Effective Date.

ARTICLE IV

The Disappearing Entity shall, from time to time, as and when requested by the Surviving Entity or its successors or assigns, execute and deliver or cause to be executed and delivered such deeds, instruments, assignments, or assurances as the Surviving Entity may deem necessary or desirable in order to vest in and confirm in the Surviving Entity title to and possession of any property or rights of the Disappearing Entity acquired or to be acquired by reason of or as a result of this merger, or otherwise to carry out the purpose of this Agreement and Plan of Merger, and any person who, immediately before the mergers became effective, was a member or manager of a Constituent Entity is fully authorized in the name of such Constituent Entity to execute any and all such deeds, instruments, assignments, or assurances, or to take any and all action deemed necessary or appropriate to accomplish the intent of this Agreement and Plan of Merger.

ARTICLE V

This Agreement and Plan of Merger shall be effective upon: (a) the approval or adoption thereof by the members of the Constituent Entities in accordance with the requirements of the Michigan Act and Florida Act; and (b) the filing and recording of such documents, and the doing of such acts and things, as shall be required to accomplish the merger under the provisions of the Michigan Act and the Florida Act. The Effective Date of the merger accomplished pursuant to this Agreement and Plan of Merger shall be the date of filing of the Certificate of Merger with the Office of the Michigan Department of Labor and Economic Growth - Bureau of Commercial Services and the filing of the Certificate of Merger with the Florida Department of State, Division of Corporations.

POM and Propertal, pursuant to the authority duly given by the unanimous approval of their respective members, have caused this Agreement and Plan of Merger to be adopted this 30th day of June, 2008.

POM:

Propertal of Michigan, LLC
a Michigan limited liability company

By: Propertal, LLC
a Florida limited liability company

By: Ismail Sallam
Ismail Sallam
Its: President
Its: Sole Member and Manager

PROPERTAL:

Propertal, LLC
a Florida limited liability company

By: Ismail Sallam
Ismail Sallam
Its: Member

By: Hesham Sallam
Hesham Sallam
Its: Member

By: Karim Sallam
Karim Sallam
Its: Member

Michigan Department of Labor & Economic Growth

Filing Endorsement

This is to Certify that the CERTIFICATE OF MERGER

for

PROPERTAL, LLC

ID NUMBER: D9028K

received by facsimile transmission on June 30, 2008 is hereby endorsed

Filed on July 1, 2008 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

2008 JUL -7 PM12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 1ST day of July, 2008.

, Director

Bureau of Commercial Services

BCS/CD-750 (Rev. 12/05)

**MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH
BUREAU OF COMMERCIAL SERVICES**

Date Received

(FOR BUREAU USE ONLY)

This document is effective on the date filed, unless
a subsequent effective date within 90 days after
received date is stated in the document.

Name

Siebers Mohney, PLC – Attn: Jason S. Schnelker

Address

99 Monroe Ave. NW, Suite 900

City

State

Zip Code

Grand Rapids

MI

49503

EFFECTIVE DATE:

Expiration date for new assumed names: December 31.

Expiration date for transferred assume names appear in item 7

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

CERTIFICATE OF MERGER

For use by Limited Liability Companies

(Please read information and instructions on last page)

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned limited liability companies execute
the following Certificate of Merger:

1. The name of each constituent limited liability company and their identification numbers are:

Propertal of Michigan, LLC

E0968G

Propertal, LLC

D9028K

2. The name of the surviving limited liability company and its identification number is:

Propertal, LLC

D9028K

3. Check one of the following:

☒ There are no changes to be made to the Articles of Organization of the surviving limited liability company.

☐ The amendments to the Articles, or a restatement of the Articles, of the surviving limited liability company to be
effected by the merger are as follows:

4. Other provisions with respect to the merger are as follows:
Propertal of Michigan, LLC has only one member, which has assigned its entire membership interest in Propertal of Michigan, LLC to Propertal, LLC. As such, Propertal, LLC is merging its wholly owned subsidiary, Propertal of Michigan, LLC into itself. Propertal, LLC is, and will continue to be, a multi-member limited liability company.

5. Complete only if an effective date is desired other than the date of filing. This date must be no more than 90 days after receipt of this document in this office.

The merger shall be effective on the _____ day of _____, _____.

6. The Plan of Merger was approved by the members of each constituent limited liability company in accordance with section 702(1).

7. The merger is permitted by the law of the jurisdiction under whose law each foreign constituent company is organized and each foreign constituent company has complied with that law in effecting the merger.

8. The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the merger are:

Assumed name

LLC transferred from

Expiration date

9. Nonsurvivor name as new assumed names under which business is to be conducted are:

This Certificate is hereby signed as required by Section 103 of the Act.

Signed this 30th day of June, 2008

Propertal of Michigan, LLC
(Name of Limited Liability Company)

By Ismail Sallam
(Signature of Member, Manager or Authorized Agent)

Ismail Sallam, Authorized Agent of Manager
(Type or Print Name and Capacity)

Signed this 30th day of June, 2008

Propertal, LLC
(Name of Limited Liability Company)

By Ismail Sallam
(Signature of Member, Manager or Authorized Agent)

Ismail Sallam, Authorized Agent
(Type or Print Name and Capacity)