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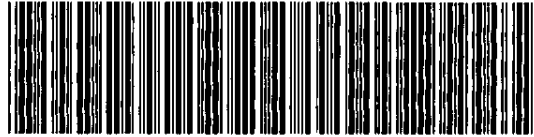
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EXAMINER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MULLER & LEBENSBURGER

Attorneys at Law

Charles E. Müller II
Brian A. Lebensburger
Michael P. Schwartz

of counsel

Dale A. Heckerling

7385 Galloway Road
Suite 200
Miami, Florida 33173
Telephone: 305-670-6770
Fax: 305-670-6769

Writer's Direct Extension: 290

January 30, 2009

Via Federal Express

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Merger of Hialeah Speedway, Limited into Hialeah Speedway, LLC

Dear Sir or Madam:

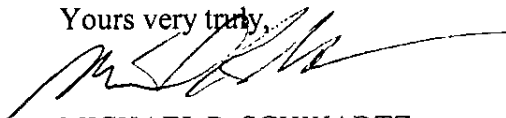
Enclosed please find a Certificate and Plan of Merger merging the above-referenced entities.
I have also enclosed a check for \$77.50 for the cost for the filing fees.

Please return all correspondence concerning this matter to:

Michael P. Schwartz, Esq.
Muller & Lebensburger
7385 Galloway Road, Suite 200
Miami, FL 33173

If there are any questions regarding the above, I can be reached at (305) 670-6770.

Yours very truly,



MICHAEL P. SCHWARTZ

MPS:tp

Enclosures: as stated

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TALLAHASSEE, FLORIDA

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Certificate and Plan of Merger

The following constitutes a plan of merger in accordance with Florida Statutes §§620.2106 and 608.438 and a certificate of merger prepared for filing in accordance with Florida Statutes §§620.2108 and 608.4382. In this merger, Hialeah Speedway, Limited, a limited partnership formed under the laws of the State of Florida, will merge into Hialeah Speedway, LLC, a limited liability company formed under the laws of the State of Florida, which will be the surviving entity.

1. Terms and Conditions of Merger.

The merger shall take effect upon filing these articles of merger with the Secretary of State, State of Florida.

2. Manner and Basis of Converting Interests of the Members.

The interests of the members of Hialeah Speedway, LLC will be unchanged by this merger, and the interests of the partners of Hialeah Speedway, Limited will be converted upon the effective date into the right to receive cash in the aggregate amount of three dollars. There are no and shall be no continuing rights to acquire interests in either company.

3. Articles of Organization and Operating Agreement of the Surviving Entity.

The surviving entity is Hialeah Speedway, LLC, a Florida limited liability company, and its articles of organization and operating agreement will not be changed as a result of this merger. Management of Hialeah Speedway, LLC, the surviving entity, is not vested in one or more managers.

4. Effective Date of the Merger.

The merger shall be effective on the date of filing the articles of merger with the Secretary of State, State of Florida.

5. Provision Authorizing Abandonment.

Neither party to this merger is authorized to abandon the proposed merger.

6. Approval.

This plan of merger was approved by each company in accordance with the applicable provisions of Chapters 608 and 620 of the Florida Statutes.

7. Appraisal and Appraisal Rights.

The undersigned sole member of Hialeah Speedway, LLC hereby votes for and approves the merger. Therefore, no member of Hialeah Speedway, LLC is entitled to appraisal rights

as a result of this merger.

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WITNESS our signatures this 23 day of December, 2008.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Hialeah Speedway, LLC

Hialeah Speedway, Limited

By: Coury Investments, LLLP, its
sole member

By: Mary Ann Bell
Mary Ann Bell, General Partner

By: HIALEAH SPEEDWAY MANAGEMENT CORP. I,
a General Partner

By: Amelia Coury
Amelia Coury, its President

And:

By: Patricia C. Lawrence
Patricia C. Lawrence, General Partner

By: HIALEAH SPEEDWAY MANAGEMENT CORP. II,
a General Partner

By: Mary Ann Bell
Mary Ann Bell, its President

By: HIALEAH SPEEDWAY MANAGEMENT CORP. III,
a General Partner

By: Patricia C. Lawrence
Patricia C. Lawrence, its President