

L090000002377

(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



600280641156

*merger*

01/21/16--01027--026 \*\*80.00

FILED  
16 JAN 21 PM 4:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAN 22 2016  
A RAMSEY

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** FLORIDA FIFTH AND THIRD, 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:

Walter L. Morgan, Esq.

\_\_\_\_\_  
Contact Person

Morgan, Olsen & Olsen, LLP

\_\_\_\_\_  
Firm/Company

633 S. Federal Highway, #400A

\_\_\_\_\_  
Address

Fort Lauderdale, FL 33301

\_\_\_\_\_  
City, State and Zip Code

gtavoularis@sbcglogal.net

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

For further information concerning this matter, please call:

Walter L. Morgan, Esq.

at ( 954 ) 524-3111

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code

\_\_\_\_\_  
Daytime Telephone Number

☒ Certified copy (optional) \$30.00

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

CR2E080 (2/14)

**Articles of Merger  
For  
Florida Limited Liability Company**

**FILED**

16 JAN 21 PM 1:42

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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>
5TH STREET VENTURE, 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>
FLORIDA FIFTH AND THIRD, LLC	Florida	LLC
_____	_____	_____

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

**FOURTH:** Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

---

---

---

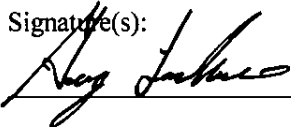
**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed 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:

N/A

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
FLORIDA FIFTH AND THIRD, LLC		George Tavoularis, MGR
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>

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 an authorized person

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

## **PLAN OF MERGER**

The undersigned Members of FLORIDA FIFTH AND THIRD, LLC, a Florida limited liability company, and 5<sup>TH</sup> STREET VENTURE, LLC, a Florida limited liability company, hereby agree as follows:

1. It is in the best of interest of both companies to merge 5<sup>TH</sup> STREET VENTURE, LLC into FLORIDA FIFTH AND THIRD, LLC (the "Merger"). There will be no exchange of Member's Interest ("Shares"), and no additional Shares will be issued. Claremont Property Investments, LLC shall remain the sole owner of FLORIDA FIFTH AND THIRD, LLC (the "Surviving Company").

2. The existence of 5<sup>TH</sup> STREET VENTURE, LLC shall cease effective with the filing of the Articles of Merger with the Florida Department of State.

3. Title to all real estate and other tangible or intangible property, or interest therein, including and not limited to the merger of that certain Mortgage, as previously assigned to FLORIDA FIFTH AND THIRD, LLC, by Assignment recorded in Official Records Book 23243, Page 980, of the Public Records of Palm Beach County, Florida, shall be vested in the Surviving Company without reversion or impairment, at the time of Merger.

4. At the time of Merger, the Surviving Company shall be responsible and liable for all the liabilities and obligations of each limited liability company that is a party to the Merger.

5. Neither the rights of creditors nor any liens upon the property of any party to the Merger shall be impaired by the Merger.

6. This Plan of Merger shall be effective as of the date of filing of the Articles of Merger with the Florida Department of State.

The parties have executed this Plan of Merger as of the 19<sup>th</sup> day of January, 2016.

FLORIDA FIFTH AND THIRD, LLC.

BY: Claremont Property Investments, LLC

Manager Member

By: 

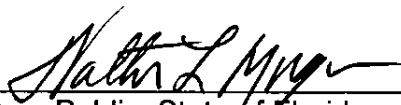
George Tavoularis, Managing Member

5<sup>TH</sup> STREET VENTURE, LLC

By:   
George Tavoularis, Manager Member

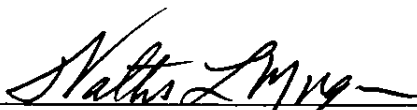
STATE OF Florida  
COUNTY OF Broward

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of January, 2016, by George Tavoularis, Managing Member of Claremont Property Investments, LLC, as Manager Member of Florida Fifth and Third, LLC, on behalf of said company (X), who is personally known to me; or ( ) who produced a driver's license as identification.

  
Notary Public, State of Florida  
My Commission Expires:

STATE OF Florida  
COUNTY OF Broward

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of January, 2016, by George Tavoularis, as Manager Member of 5<sup>th</sup> Street Venture, LLC, on behalf of said company (A), who is personally known to me; or ( ) who produced a driver's license as identification.

  
Notary Public, State of Florida  
My Commission Expires: