

L09000051595

Robert B. White, Jr.  
(Requestor's Name)

558 W. New England Ave  
Ste. 240 (Address)  
Winter Park, FL 32789  
(Address)

(407) 647.9300  
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☒ MAIL

Holm Real Estate, LLC  
(Business Entity Name)

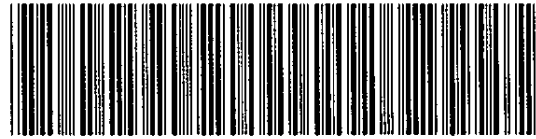
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
09 JUN 29 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR

JUN 29 2009

EXAMINER

**WHITE & LUCZAK, P.A.**  
ATTORNEYS AT LAW

558 WEST NEW ENGLAND AVENUE  
SUITE 240

WINTER PARK, FLORIDA 32789  
TELEPHONE (407) 647-9300  
TELECOPIER (407) 647-9336

M. BRADLEY LUCZAK  
ROBERT B. WHITE, JR.

June 24, 2009

FILED  
09 JUN 29 PM 3:35  
TALLAHASSEE, FLORIDA

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

RE: Holm Real Estate, LLC, a Florida limited liability company – the surviving party

Dear Sir/Madam:

The enclosed Certificate of Merger and filing fee in the amount of \$50.00 are submitted for filing.

A certified copy is requested and our check in the amount of \$30.00 in payment thereof is also enclosed.

Please return all correspondence concerning this matter to:

Robert B. White, Jr., Esquire  
White & Luczak, P.A.  
558 W. New England Avenue, Suite 240  
Winter Park, FL 32789

The e-mail address to be used for future annual report notifications is:  
[eholm@metrocorral.com](mailto:eholm@metrocorral.com).

For further information concerning this matter, please call: Robert B. White, Jr. at (407) 647-9300.

Very truly yours,



Robert B. White, Jr.

RBWjr/nh  
Enclosures

GRAY | ROBINSON  
ATTORNEYS AT LAW

SUITE 600  
301 SOUTH BRONOUGH ST. (32301)  
POST OFFICE BOX 11189  
TALLAHASSEE, FL 32302-3189  
TEL 850-222-7717  
TEL 850-577-9090  
FAX 850-222-3494  
FAX 850-577-3311  
gray-robinson.com

FORT LAUDERDALE  
JACKSONVILLE  
KEY WEST  
LAKE LAND  
MELBOURNE  
MIAMI  
NAPLES  
ORLANDO  
TALLAHASSEE  
TAMPA

E-MAIL ADDRESS  
jmcFarland@gray-robinson.com

June 26, 2009

**VIA HAND DELIVERY**

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Holm Real Estate, LLC  
Our File No. 390226-3

To Whom It May Concern:

Please issue **ONE (1) CERTIFIED COPY** of the **CERTIFICATES OF MERGER**  
for the following entities

**HOLM REAL ESTATE, LLC**, the surviving entity from  
**CELEBRATION -T- ONE, LLC**

I have enclosed a check in the amount of **\$30.00** to cover the fees for this request.  
Also, please date-stamp the copy of this letter attached. Thank you for your assistance in this  
matter.

Sincerely,

  
Jessica McFarland  
Legal Assistant

Enclosure

RECEIVED  
09 JUN 29 PM 3:35  
FILED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

GRAY | ROBINSON  
ATTORNEYS AT LAW

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LAKELAND  
MELBOURNE  
MIAMI  
NAPLES  
ORLANDO  
TALLAHASSEE  
TAMPA

E-MAIL ADDRESS  
jmcfarland@gray-robinson.com

June 26, 2009

**VIA HAND DELIVERY**

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Holm Real Estate, LLC  
Our File No. 390226-3

To Whom It May Concern:

Please issue **ONE (1) CERTIFIED COPY** of the **CERTIFICATES OF MERGER** for the following entities

**HOLM REAL ESTATE, LLC**, the surviving entity from  
**CELEBRATION -T- ONE, LLC**

I have enclosed a check in the amount of **\$30.00** to cover the fees for this request. Also, please date-stamp the copy of this letter attached. Thank you for your assistance in this matter.

Sincerely,

  
Jessica McFarland  
Legal Assistant

Enclosure

CERTIFICATE OF MERGER OF  
CELEBRATION -T- ONE, LLC AND  
HOLM REAL ESTATE, LLC

FILED  
09 JUN 29 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes §608.4382, CELEBRATION - T- ONE, LLC, a Florida limited liability company whose Articles of Organization were accepted by the Secretary of the State of Florida for filing on May 29, 2009 and assigned organization number L09000050525 ("Celebration") and HOLM REAL ESTATE, LLC, a Florida limited liability company whose Articles of Organization were accepted by the Secretary of the State of Florida for filing on May 29, 2009 and assigned organization number L09000051595 ("Holm") (sometimes, for convenience, Holm and Celebration are referred to individually, as an "LLC," and collectively, as the "LLCs"), hereby certify as follows:

1. The LLCs have agreed to merge pursuant to and in accordance with (i) Florida Statutes §608.438 and (ii) the terms and condition set forth in the Plan of Merger attached hereto and incorporated herein as Exhibit "A" (the "Plan").

2. The name, street address of its principal office, and place of organization of each of the LLCs which are parties to the merger are as follows:

Merging LLC: CELEBRATION -T- ONE, LLC, a Florida limited liability company; 5535 South Kirkman Road, Orlando, Florida 32819; organized under the laws of the State of Florida.

L09000050525

Surviving LLC: HOLM REAL ESTATE, LLC, a Florida limited liability company; 5535 South Kirkman Road, Orlando, Florida 32819; organized under the laws of the State of Florida.

3. The name of the surviving LLC following such merger is HOLM REAL ESTATE, LLC, a Florida limited liability company.

4. The principal office of each of the LLCs in the State of Florida is as set forth in Paragraph 2 above.

5. The Plan meets the requirements of Florida Statutes §608.438 and was approved by Holm and Celebration in accordance with the terms and conditions of their respective Articles of Organization, operating agreements and the requirements set forth in Florida Statutes Chapter 608.

6. The terms and conditions of the Plan were reviewed, authorized and approved by all of the members of each LLC by unanimous written consent.

7. No amendment to the Articles of Organization of Holm, the surviving LLC, is required as a consequence of the merger.

8. The manner and basis of converting the outstanding interests of Celebration into membership interests of Holm, the survivor LLC, are as follows:

A one percent (1%) membership interest in Celebration, as it exists immediately prior to the merger, will become a one percent (1%) membership interest in Holm on the effective date of the merger.

9. The merger shall become effective as of the date on which this Certificate of Merger is filed with the Florida Department of State.

10. This Certificate of Merger complies with and was executed in accordance with the laws of the State of Florida which is each party's jurisdiction of formation and residence.

IN WITNESS WHEREOF, each party has caused this Certificate of Merger to be executed in its name and on its behalf by its authorized signatory, and its seal to be hereunder affixed this 29<sup>th</sup> day of June, 2009. Each such authorized signatory hereby acknowledges that the execution and delivery of this Certificate of Merger is the act and deed of the LLC on whose behalf he has executed this Certificate of Merger and, under the penalties of perjury, certifies that the matters and facts set forth herein are true in all material respects to the best of that person's knowledge, information, and belief.

HOLM REAL ESTATE, LLC, a Florida  
limited liability company

By: 

Name: Eric A. Holm

Its: Manager

CELEBRATION -T-ONE, LLC, a Florida  
limited liability company

By: 

Name: Eric A. Holm

Its: Manager

# EXHIBIT "A"

## PLAN OF MERGER OF CELEBRATION -T- ONE, LLC AND HOLM REAL ESTATE, LLC

In compliance with the requirements of Florida Statutes §608.4381, CELEBRATION -T- ONE, LLC, a Florida limited liability company whose Articles of Organization were accepted by the Secretary of the State of Florida for filing on May 29, 2009 and assigned organization number L09000050525 ("Celebration") and HOLM REAL ESTATE, LLC, a Florida limited liability company whose Articles of Organization were accepted by the Secretary of the State of Florida for filing on May 29, 2009 and assigned organization number L09000051595 ("Holm") (sometimes, for convenience, Holm and Celebration are referred to individually, as an "LLC," and collectively, as the "LLCs"), hereby adopt the following plan of merger:

1. The legal name, street address of its principal office, and place of organization of each of the LLCs which are parties to the merger are as follows:

Merging LLC: CELEBRATION -T- ONE, LLC, a Florida limited liability company; 5535 South Kirkman Road, Orlando, Florida 32819; organized under the laws of the State of Florida.

Surviving LLC: HOLM REAL ESTATE, LLC, a Florida limited liability company; 5535 South Kirkman Road, Orlando, Florida 32819; organized under the laws of the State of Florida.

2. The terms and conditions of the merger are as follows:

In as much as the Surviving LLC is, as of the date hereof, the owner of all of the membership interests of the Merging LLC, on the date on which the Certificate of Merger of the LLCs is duly filed with the Secretary of the State of Florida (the "Effective Date"), Holm shall be deemed to be the "Surviving LLC" and Celebration shall be deemed to be the "Merging LLC". Because, Holm is the sole member of Celebration, there shall be no consideration to be paid in connection with such merger.

3. The manner and basis of converting the outstanding membership interests of Celebration into membership interests of Holm, the survivor LLC, are as follows:

A one percent (1%) membership interest in Celebration, as it exists immediately prior to the merger, will become a one percent (1%) membership interest in Holm on the effective date of the merger.

29<sup>th</sup> IN WITNESS WHEREOF, each LLC has executed and delivered this Plan of Merger this  
day of June, 2009.

HOLM REAL ESTATE, LLC, a Florida  
limited liability company

By: 

Name: Eric A. Holm

Its: Manager

CELEBRATION -T-ONE, LLC, a Florida  
limited liability company

By: 

Name: Eric A. Holm

Its: Manager

PRO. M. K. A. C.

noted but...