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10 MAR 17 PM 4:40
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TALLAHASSEE, FLORIDA

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10 MAR 17 AM 8:08
SECRETARY OF STATE
DIVISION OF CORPORATIONS

B. KOHR

MAR 18 2010

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
10 MAR 17 AM 8:08

CONTACT: ASHLEY SMITH

DATE: 03/17/2010

REF. #: 002040.121542

CORP. NAME: 44WALKER LLC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> <u>MERGER</u> | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 534128 FOR \$ 50.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- ☐ CERTIFIED COPY ☐ CERTIFICATE OF GOOD STANDING
☐ CERTIFICATE OF STATUS

☒ PLAIN STAMPED COPY

Examiner's Initials

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 MAR 17 AM 8:08

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company 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> |
|---------------|---------------------|-------------------------|
| 44 Walker LLC | Florida | LLC |
| 44 Walker LLC | New York | 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> |
|---------------|---------------------|-------------------------|
| 44 Walker 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.

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:

N/A

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:

N/A

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:

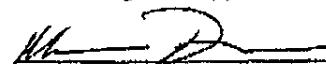
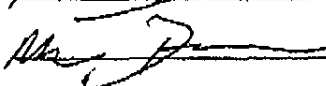
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

Mailing address: N/A

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 |
|-----------------------------|--|-------------------------------------|
| 44 Walker LLC |  | Maurice Danielian |
| 44 Walker LLC |  | Maurice Danielian |

| | |
|-----------------------------------|---|
| 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 |

| | | |
|---------------------|-------------------------------------|---------|
| <u>Fees:</u> | 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 |

| | |
|--|---------|
| <u>Certified Copy (optional):</u> | \$30.00 |
|--|---------|

PLAN OF MERGER

A. LIMITED LIABILITY COMPANIES PARTICIPATING IN MERGER.

44 Walker LLC (the "Merging Limited Liability Company"), a limited liability company organized under the laws of New York, will merge into 44 Walker LLC (the "Surviving Limited Liability Company"), a limited liability company organized under the laws of Florida, which will be the surviving Limited Liability Company.

B. NAME OF SURVIVING LIMITED LIABILITY COMPANY.

After the merger, the Surviving Limited Liability Company will have the name "44 Walker LLC."

C. MERGER.

The merger of the Merging Limited Liability Company into the Surviving Limited Liability Company will be effected pursuant to the terms and conditions of this Plan. Upon the merger's becoming effective, the existence of the Merging Limited Liability Company will cease, and the existence of the Surviving Limited Liability Company will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Time."

D. CONVERSION AND EXCHANGE OF INTERESTS.

At the Effective Time, the outstanding interests of the limited liability companies participating in the merger will be converted and exchanged as follows:

1. **Surviving Limited Liability Company.** The outstanding interests, and any rights to acquire interests, of the Surviving Limited Liability Company will not be converted, exchanged or altered in any manner as a result of the merger and will remain outstanding as interests of the Surviving Limited Liability Company.

2. **Merging Limited Liability Company.** Each interest, and any rights to acquire interests, of the Merging Limited Liability Company will be canceled.

E. ABANDONMENT.

After approval of this Plan by the members of the Merging Limited Liability Company and the Surviving Limited Liability Company, and at any time prior to the merger's becoming effective, the managers of the Surviving Limited Liability may, in their discretion, abandon the merger.

[Signatures on following page.]

IN WITNESS WHEREOF, the Merging Limited Liability Company and the Surviving Limited Liability Company have executed this Plan as of March 1, 2010.

Merging Limited Liability Company:

44 Walker LLC, a New York limited liability company

By: 

Name: Maurice Danielian

Title: Manager and Member

Surviving Limited Liability Company:

44 Walker LLC, a Florida limited liability company

By: 

Name: Maurice Danielian

Title: Manager and Member