

L10000116243

(Requestor's Name)

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(Business Entity Name)

(Document Number)

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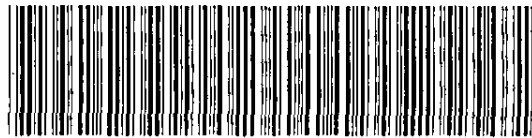
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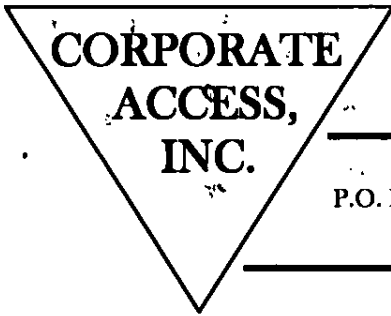
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*Merger*

1.

*Tessler Family Ventures, LLC*

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

\_\_\_\_\_  
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**ARTICLES, CERTIFICATE AND PLAN OF MERGER**

These Articles, Certificate and Plan of Merger made and entered into as of the 1<sup>st</sup> day of December, 2010, by and between Tessler Family Ventures, LLC a New Jersey limited liability company, (hereafter sometimes referred to as "LLC NJ") and Tessler Family Ventures, LLC, a Florida limited liability company, (hereafter sometimes referred to as "LLC FL") or the "Surviving LLC"), said limited liability companies hereinafter sometimes collectively referred to as the "Constituent Companies."

**ARTICLES AND CERTIFICATE OF MERGER**

The following Articles and Certificate of Merger ("Certificate") is submitted in accordance with the Florida Limited Liability Company Act and the New Jersey Limited Liability Company Act.

A. The name of the surviving limited liability company is LLC FL, a limited liability company organized and existing under the laws of the State of Florida, document number L10000116243. Its principal place of business address is 10225 Collins Avenue, Apt. 1403, Bal Harbour, Florida 33154. Service of Process Address: 10225 Collins Avenue, Apt. 1403, Bal Harbour, Florida 33154.

The Surviving LLC agrees that it may be served with process in the State of New Jersey in any action, suit, or proceeding for the enforcement of any obligation of a merging or consolidating LLC. The Treasurer of New Jersey is hereby appointed as agent to accept service of process in any such action, suit, or proceeding which shall be forwarded to the Surviving LLC at the Service of Process address stated above.

B. LLC NJ is a limited liability company organized and existing under the laws of the State of New Jersey, file number 0600-2453-66. LLC NJ will not survive the merger. Its principal place of business is 10225 Collins Avenue, Apt. 1403, Bal Harbour, Florida 33154.

C. The Membership Interest owned by each Member in LLC NJ is as follows:

- |                                      |                     |
|--------------------------------------|---------------------|
| (a) Class A Membership Interest- 50% | - Marsha K. Tessler |
| (b) Class B Membership Interest- 50% | - Jeffrey Tessler   |

D. The Membership Interest owned by each Member in the Surviving LLC is as follows:

- |                                      |                     |
|--------------------------------------|---------------------|
| (a) Class A Membership Interest- 50% | - Marsha K. Tessler |
| (b) Class B Membership Interest- 50% | - Jeffrey Tessler   |

E. The members of each of the Constituent Companies deem it advisable for the general welfare and advantage of the Constituent Companies and their members that the Constituent Companies merge into a single limited liability company to the end that LLC NJ be merged into the Surviving LLC on the terms and conditions hereinafter set forth in accordance with applicable provisions of the Florida and New Jersey Statutes, which permit such merger.

F. The parties hereto hereby agree in accordance with the applicable Florida and New Jersey Statutes that LLC NJ be merged into the Surviving LLC (hereinafter called the "Merger") and that the Merger shall be effective at the effective date (as hereinafter defined) and the Surviving LLC shall exist under the laws of the State of Florida, and by their respective members, the parties have agreed and do hereby agree to the following terms and conditions relating to the Merger and the mode of carrying the Companies same into effect. This Certificate and Plan of Merger ("Plan") were approved as required by the governing documents of the parties hereto and the applicable Florida and New Jersey Statutes.

## **PLAN OF MERGER**

### **1. MEMBERS MEETING; FILINGS; EFFECTS OF MERGER.**

(a) Each of the Constituent Companies shall call a meeting of its members at the earliest practical date, upon due notice to its members, or waivers thereof, to consider and vote upon the adoption of the Merger.

(b) If the Plan is adopted by the members of the Constituent Companies in accordance with the laws of the State of Florida and New Jersey, then this Plan or a summary thereof shall be filed and recorded in accordance with the applicable Florida and New Jersey Statutes. The Merger shall become effective on January 1, 2011, which date is hereinafter referred to as the "Effective Date."

(c) On the Effective Date, the separate existence of LLC NJ shall cease, and LLC NJ shall be merged into the Surviving LLC and the Surviving LLC shall possess all of the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all of the restrictions, disabilities, and duties of LLC NJ; and all and singular, the rights, privileges, powers, and franchises and all property, real, personal, and mixed and all debts due on whatever account, and all other chooses in action, and all and every other interest of, or belonging to, or due to LLC NJ shall be taken and deemed to be vested in the Surviving LLC without further act or deed and all debts, liabilities and duties of LLC NJ shall thenceforth attach to the Surviving LLC. At any time, or from time to time, after the Effective Date, the last acting members of LLC NJ may, in the name of LLC NJ, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving LLC may deem necessary or desirable in order to vest, perfect, or confirm, in the Surviving LLC, title to and possession of all of the property, rights, privileges, powers, franchises, immunities, and interests of LLC NJ, and otherwise carry out the purposes of this Plan.

**2. NAME OF SURVIVING LIMITED LIABILITY COMPANY;  
ARTICLES OF ORGANIZATION; OPERATING AGREEMENT**

(a) From and after the Effective Date, LLC NJ shall merge into the Surviving LLC and the name of the surviving corporation shall be LLC FL.

(b) The Articles of Organization of the Surviving LLC as in effect on the date hereof shall, from and after the Effective Date, be and continue to be the Articles of Organization of the Surviving LLC, until changed or amended as provided by law.

(c) The Operating Agreement LLC, as in effect on the date hereof, shall from and after the Effective Date be and continue to be the Operating Agreement of the Surviving LLC, until amended as provided therein.

**3. STATUS AND CANCELLATION OF MEMBER INTERESTS.**

(a) The Member Interests of LLC NJ owned by the members of LLC NJ, by virtue of the Merger and at the Effective Date, shall be cancelled and shall cease to exist.

(b) Following the Effective Date of the Merger, the member interests of the Surviving LLC shall continue to be owned by the existing members of the Surviving

LLC, who are also the members of LLC NJ, in the same proportion as their membership interests in LLC NJ, as reflected above.

(c) The parties agree that there is no consideration for the Merger except as set forth herein.

#### **4. MISCELLANEOUS.**

(a) This Plan may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Plan by the members of either of the Constituent Companies, if the members of any other of the Constituent Companies duly adopts a resolution abandoning this Plan.

(b) For the convenience of the parties hereto and to facilitate the filing of this Plan, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

(c) This Plan constitutes a Plan of Merger to be carried out in the manner, on the terms, and subject to the conditions herein set forth.

**IN WITNESS WHEREOF**, the undersigned represent that the Plan is on file at the place of business of the Surviving LLC and that the Plan has been approved and executed by the Constituent Companies. Additionally, a copy of the Plan has been or shall be furnished by the Surviving LLC to any member or any person having an interest. The undersigned also represent that they are authorized to sign on behalf of the Surviving LLC and the LLC NJ and the Constituent Companies sign this document subject to the penalties imposed by law for the submission of a materially false or fraudulent statement and certify that the statements contained herein are true and correct, and that the persons signing are authorized, under the law applicable to and governing the merging entity, to

execute this document. Each of the Constituent Companies, pursuant to the approval and authority duly given by resolutions adopted by their respective members have caused this Certificate and Plan of Merger to be executed by the members of each party hereto.

**TESSLER FAMILY VENTURES, LLC**, a New Jersey limited liability company

BY: Jeffrey Tessler  
JEFFREY TESSLER, Member

BY: Marsha K. Tessler  
MARSHA K. TESSLER, Member

**TESSLER FAMILY VENTURES, LLC**, a Florida limited liability company

BY: Jeffrey Tessler  
JEFFREY TESSLER, Member

BY: Marsha K. Tessler  
MARSHA K. TESSLER, Member