

L11000128588

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

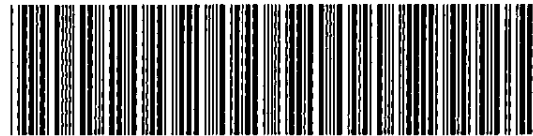
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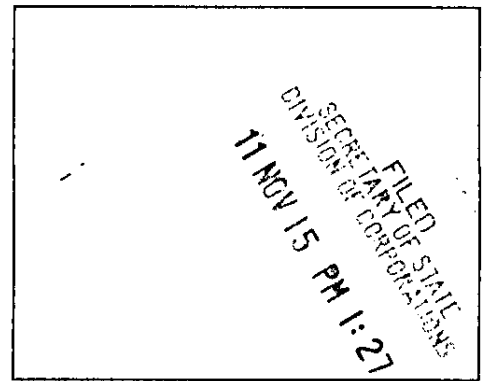
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ENTITY NAME:

SELESKY GROUP, LLC

CK# 3709 FOR \$105.00

PLEASE FILE THE ATTACHED MERGER & RETURN THE FOLLOWING:

☒ XXX CERTIFIED COPY

☐ STAMPED COPY

☐ CERTIFICATE OF STATUS

Examiner's Initials

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Selesky Group, 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:

Lisa D. Landy, Esq.

Contact Person

Therrel Baisden, P.A.

Firm/Company

One SE 3rd Ave, Suite 2950

Address

Miami, FL 33131

City, State and Zip Code

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

For further information concerning this matter, please call:

Lisa D. Landy

Name of Contact Person

at (

305)

371-5758

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

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

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

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) 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>
Selesky & Pasternak Realty	Florida	GP0300061880 general partnership
Selpas Spring Garden Apts	Florida	GP0400001760 general partnership
Selesky Group, LLC	Florida	limited liability company

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>
Selesky Group, LLC	Florida	limited liability company

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:

The effective date of merger shall be as of the date of filing. _____.

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 entitled 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:
Selesky & Pasternak Realty	<i>[Signature]</i>	Moises Selesky
Selpas Spring Garden Apts	<i>[Signature]</i>	Moises Selesky
Selesky Group, LLC	<i>[Signature]</i>	Moises Selesky

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

Fees:

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

Certified Copy (optional): \$30.00

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PLAN OF MERGER

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>
<u>Selesky & Pasternak Realty</u>	<u>Florida</u>	<u>general partnership</u>
<u>Selpas Spring Garden Apts</u>	<u>Florida</u>	<u>general partnership</u>
<u>Selesky Group, LLC</u>	<u>Florida</u>	<u>limited liability company</u>

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>
<u>Selesky Group, LLC</u>	<u>Florida</u>	<u>limited liability company</u>

THIRD: The terms and conditions of the merger are as follows:

Selesky & Pasternak Realty (Document No. GP0300001880) and Selpas Spring Garden Apartments (Document No. GP0400001760), both general partnerships duly organized and existing under the laws of the state of Florida (hereinafter referred to as "Disappearing Partnerships"), hereby approve the merger of such partnerships into Selesky Group, LLC, a Florida limited liability company (hereinafter referred to as the "Surviving Entity").

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Each member of the Surviving Entity shall receive a membership interest equal to his interest held in the Disappearing Partnerships. Since the partners to each of the Disappearing Partnerships and the interests held therein are identical, the members and membership interests of the Surviving Entity shall be identical. All the debts, liabilities, and other obligations of the Disappearing Partnerships shall continue as obligations of the Surviving Entity. In addition, title to all real estate and other property owned by the Disappearing Entities vests in the Surviving Entity without reversion or impairment, as of the effective date of merger.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The rights to acquire the interests, shares, obligations or other securities of the Disappearing Partnerships by the Surviving Entity shall be governed by the Operating Agreement of the Surviving Entity.

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Each of the Disappearing Partnerships approve the merger described herein, and
such approval is evidenced by the signatures set forth in the Ninth Article of the
Certificate of Merger filed herewith. The Surviving Entity approves the merger
described herein, and such approval is evidenced by the signatures set forth in the
Ninth Article of the Certificate of Merger filed herewith.

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)