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(Requestor's Name)

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(Address)

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PICK-UP WAIT MAIL

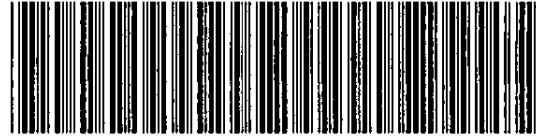
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

D. BRUCE
MAR 19 2012
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: 285 Old Hook Road Associates, 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:

Andrew M. Jacobson

Contact Person

McCraney Property Company

Firm/Company

2257 Vista Parkway, #17

Address

West Palm Beach, Florida 33411

City, State and Zip Code

ajacobson@mccraneyproperty.com

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

For further information concerning this matter, please call:

Andrew M. Jacobson

Name of Contact Person

at (561)

478-4300
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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TALLAHASSEE, FLORIDA

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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>
285 Old Hook Road Associates	New Jersey	General Partnership
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
285 Old Hook Road Associates, 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 620, Florida Statutes.

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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:

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:

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: _____

Mailing address: _____

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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:
225 Old Hook Road Associates, LLC	<i>Richard D. Levin</i>	Richard D. Levin
285 Old Hook Road Associates	<i>Richard D. Levin</i>	Richard D. Levin

- 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>285 Old Hook Road Associates</u>	<u>New Jersey</u>	<u>General Partnership</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>285 Old Hook Road Associates, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>

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

Susan Levin, an individual will own a 65% membership interest in the
surviving party. Robert Levin, an individual will own a 15% membership interest in
the surviving party. Stephen Levin, an individual will own a 15% membership
interests in the surviving party. Andrew Jacobson, an individual will own a 2.5%
membership interest in the surviving party. Michael Jacobson, an individual will
own a 2.5% membership interest in the surviving party.

(Attach additional sheet if necessary)

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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:

The partnership interests in the merging party shall become membership
interests in the surviving party as set forth in Paragraph THIRD above. Each
such partner shall be given a percentage of membership interests in the surviving
party equivalent to the percentage of partnership interest it held in the merging
party.

(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:

Any individuals or entities holding rights to acquire partnership interests of the
merged party shall be granted the same rights to acquire the same percentages
of membership interests in the surviving party.

(Attach additional sheet if necessary)

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

NONE

(Attach additional sheet if necessary)

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

NONE

(Attach additional sheet if necessary)

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