

L12000041408

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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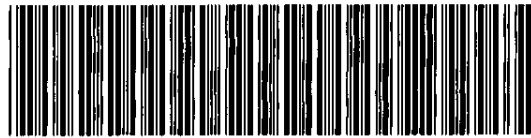
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA

B. BOSTICK

MAR 27 2012

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 137065 4336482

AUTHORIZATION

*Spredeman*

COST LIMIT : \$ 50.00

ORDER DATE : March 20, 2012

ORDER TIME : 1:48 PM

ORDER NO. : 137065-020

CUSTOMER NO: 4336482

ARTICLES OF MERGER

PHILIPS LAKE WORTH LLC

INTO

PHILIPS LAKE WORTH LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Milnes

EXAMINER'S INITIALS: \_\_\_\_\_

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Philips Lake Worth 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:

Robyn Tuerk

Contact Person

Philips International

Firm/Company

295 Madison Avenue, 2nd Floor

Address

New York, New York 10017

City, State and Zip Code

rtuerk@pihc.com

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

For further information concerning this matter, please call:

Robyn Tuerk

Name of Contact Person

at ( 212 )

951-3801

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

**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>   |
|------------------------|---------------------|---------------------------|
| Philips Lake Worth LLC | New York            | limited liability company |
|                        |                     |                           |
|                        |                     |                           |
|                        |                     |                           |

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party as follows:

| <u>Name</u>            | <u>Jurisdiction</u> | <u>Form/Entity Type</u>   |
|------------------------|---------------------|---------------------------|
| Philips Lake Worth LLC | Florida             | limited liability company |

L12000041408

**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.

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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: 295 Madison Avenue, 2nd Floor

New York, New York 10017

Mailing address: 295 Madison Avenue, 2nd Floor

New York, New York 10017

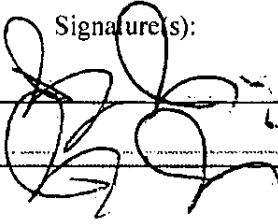
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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

| Name of Entity/Organization:  | Signature(s):  | Typed or Printed Name of Individual: |
|-------------------------------|--|--------------------------------------|
| <u>Philips Lake Worth LLC</u> |  | <u>Philip Pilevsky, Auth. Rep.</u>   |
| <u>Philips Lake Worth LLC</u> |  | <u>Philip Pilevsky, Auth. Rep.</u>   |
| _____                         | _____  | _____                                |
| _____                         | _____  | _____                                |

|                                   |  |
|-----------------------------------|--|
| Corporations:                     | Chairman, Vice Chairman, President or Officer<br><i>(If no directors selected, signature of incorporator.)</i> |
| 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   |

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

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

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TALLAHASSEE, FLORIDA

## 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>   |
|------------------------|---------------------|---------------------------|
| Philips Lake Worth LLC | New York            | 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>   |
|------------------------|---------------------|---------------------------|
| Philips Lake Worth LLC | Florida             | limited liability company |

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

The merging entity shall merger with and into the surviving entity with the  
surviving entity surviving the merger. The merger shall become effective upon the  
filing of this certificate, whereupon the separate existence of the merging entity  
shall cease, with all rights of the merging entity and surviving entity vesting in the  
surviving entity.

*(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:

Upon the merger, the membership interests in the merging entity shall be  
converted into membership interests in the surviving entity without any further action  
on the part of the merging entity or the surviving entity. After the merger, the sole  
member of the merging entity shall have the same percentage of membership  
interest in the surviving entity as it had in the merging entity.

*(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:

Upon the merger, any rights to acquire the membership interests in the merging  
entity shall be converted into rights to acquire the membership interests in the  
surviving entity without any further action on the part of the merging entity or 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:

See attached

*(Attach additional sheet if necessary)*

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

*(Attach additional sheet if necessary)*