

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES AND CERTIFICATE OF MERGER

OF

**LEON KAPLAN AND ASSOCIATES, LLC,
a Maryland limited liability company**

into

**LEON KAPLAN AND ASSOCIATES, LLC
a Florida limited liability company**

The following Articles and Certificate of Merger are submitted in accordance with Florida Statutes §§ 608.438 et seq. and the Maryland Limited Liability Company Act §§ 4A-701 et seq., of the Corporations and Associations Article of the Annotated Code of Maryland.

1. These Articles of Merger are being filed to effect the merger of the following entities:

A. LEON KAPLAN AND ASSOCIATES, LLC
a Maryland limited liability company
Date of Organization: May 7, 2009

with and into

B. LEON KAPLAN AND ASSOCIATES, LLC
a Florida limited liability company
Date of Organization: May 8, 2012

2. The name of the surviving entity is LEON KAPLAN AND ASSOCIATES, LLC, a Florida limited liability company (the "Surviving Entity").

3. The name of the merging entity is LEON KAPLAN AND ASSOCIATES, LLC, a Maryland limited liability company (the "Merging Entity").

4. The Plan of Merger, attached hereto as Exhibit A, meets the requirements of Florida Statutes § 608.4382, and was advised, authorized, and approved by all the members of the Florida limited liability company that are a party to the merger in accordance with the applicable provisions of Florida Statutes §§ 608.438 et seq.

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5. The Plan of Merger meets the requirements of the Maryland Limited Liability Company Act, Title 4A, and was advised, authorized, and approved by all the Members that are a party to the merger in accordance with the applicable provisions of the Maryland Limited Liability Company Act §§ 4A-701 et seq., and the Operating Memorandum of LEON KAPLAN AND ASSOCIATES, LLC, a Maryland limited liability company.

6. The Plan of Merger was executed on the 16 day of May, 2012.

7. The Plan of Merger is on file at the place of business of the Surviving Entity, which is located at 1575 Gulf Shore Boulevard South, Naples, Florida 34102, and at its registered office with its registered agent in the State of Florida, which is R&A Agents, Inc., c/o Stephen E. Thompson, Assistant Secretary, 850 Park Shore Drive, Third Floor, Trianon Centre, Naples, Florida 34102.

8. A copy of the Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any member or other person holding an interest in the Surviving Entity or Merging Entity.

9. The Surviving Entity agrees that it may be served with process in Maryland in any action, suit or proceeding for the enforcement of any obligation of the Merging Entity, irrevocably appointing the Maryland State Department of Assessments and Taxation as its agent to accept service of process in the action, suit or proceeding. A copy of any process received by the Maryland State Department of Assessments and Taxation pursuant to this paragraph may be mailed to LEON KAPLAN AND ASSOCIATES, LLC, c/o Leon Kaplan, 1575 Gulf Shore Boulevard South, Naples, Florida 34102. In the event of service under this paragraph on the Maryland Secretary of State, the procedures set forth in Maryland Limited Liability Company Act § 4A-701 et seq. are applicable, except that the plaintiff in any action, suit or proceeding

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shall furnish the Maryland State Department of Assessments and Taxation with the address specified in the certificate of merger provided for in this paragraph and any other address which the plaintiff elects to furnish, together with copies of the process as required by the Maryland State Department of Assessments and Taxation. The Maryland State Department of Assessments and Taxation shall notify the Surviving Entity at all addresses furnished by the plaintiff in accordance with the procedures set forth in Maryland Limited Liability Company Act § 4A-710.

10. No amendment to the articles or organization of LEON KAPLAN AND ASSOCIATES, LLC, a Maryland limited liability company, or to the articles of organization of LEON KAPLAN AND ASSOCIATES, LLC, a Florida limited liability company, is required.

11. The merger shall be effective on the later of: (1) the date the articles of merger are filed with the Florida Department of State; (2) the date the certificate of merger is filed with the Maryland State Department of Assessments and Taxation; or (3) May 16, 2012.

SURVIVING ENTITY:

LEON KAPLAN AND ASSOCIATES, LLC, a Florida limited liability company

By: Le Kaplan
Leon Kaplan, Managing Member

MERGING ENTITY:

LEON KAPLAN AND ASSOCIATES, LLC, a Maryland limited liability company

By: Le Kaplan
Leon Kaplan, Managing Member

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PLAN OF MERGER

This plan of merger dated to be effective the 16th day of May, 2012, between LEON KAPLAN AND ASSOCIATES, LLC, a Florida limited liability company, the surviving entity (the "Surviving Entity"), and LEON KAPLAN AND ASSOCIATES, LLC, a Maryland limited liability company, the merging entity (the "Merging Entity"), is submitted in compliance with Florida Statutes §§ 608.438 et seq., and the Maryland Limited Liability Company Act §§ 4A-701 et seq., of the Corporations and Associations Article of the Annotated Code of Maryland.

A. Surviving Entity (Florida Limited Liability Company). The Surviving Entity is a limited liability Company organized and existing under the laws of the State of Florida, with its principal office at 1575 Gulf Shore Boulevard South, Naples, Florida 34102 and a registered office and registered agent in the State of Florida at the following address: R&A Agents, Inc., c/o Stephen E. Thompson, Assistant Secretary, 850 Park Shore Drive, Third Floor, Trianon Centre, Naples, Florida 34102.

B. Manager of Surviving Entity. The managing member in the Surviving Entity is and shall continue to be Leon Kaplan, an individual, with an address at 1575 Gulf Shore Boulevard South, Naples, Florida 34102.

C. Merging Entity (Maryland Limited Liability Company). The Merging Entity is a limited liability company organized and existing under the laws of the State of Maryland with its principal office at 13033 Jerome Jay Drive, Cockeysville, Maryland 21030.

D. Terms of Merger; Method of Conversion. Merging Entity shall merge with and into Surviving Entity, which shall be the Surviving Entity. The Member of the Surviving Entity shall hold, as a result of the merger, 100% of the membership interests in the Surviving Entity pursuant to the fact that on the effective date of the merger, the Member was the sole Member of both the Merging Entity and the Surviving Entity. The Member's rights in the Surviving Entity are substantially equivalent in other respects, except as dictated by appropriate state law, to the Member's interest in the Merging Entity. The membership interests in the Merging Entity shall be cancelled and the former Member of the Merging Entity shall as a result of the merger only be the sole Member in the Surviving Entity, with no further action required.

E. Terms of Merger; Surviving Entity Successor to Merging Entity. On the effective date of the merger, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the absorbed entity, without the necessity for any separate transfer. The Surviving Entity shall then be responsible and liable for all liabilities and obligations of the Merging Entity, and neither the rights of creditors nor any liens on the property of the Merging Entity shall be impaired by the merger.

F. Certificate and Operating Agreement of the Surviving Entity. The Articles of Organization of the Surviving Entity filed with the Florida Secretary of State shall continue to be its Articles of Organization following the effective date of the merger. The Operating Agreement of the Surviving Entity shall continue to be the Operating Agreement of the company following the effective date of the merger, with no desired changes to the Operating Agreement of the Surviving Entity.

G. Filing. The manager of the Surviving Entity shall submit to the Maryland State Department of Assessment and Taxation with the Articles and Certificate of Merger, a property certificate for each county where the Merging Entity owns an interest in land.

H. Effective Date. The effective date of this merger shall be the later of: (1) the date when the Articles and Certificate of Merger are filed by the Florida Secretary of State; (2) the date when the Articles and Certificate of Merger are filed by the Maryland State Department of Assessments and Taxation; or (3) the ___ day of May, 2012.