

L12000062812

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

(JUL 09 2012
L. SELLERS

Office Use Only



300235682383

06/04/12--01014--005 **78.75

FILED
12 JUL -6 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FRANZON-4390 NORTH FEDERAL HWY. PROPERTY, LLC
Name of Surviving Party

Please return all correspondence concerning this matter to:

PETER B. TIERNAN, ESQ.

Contact Person

PETER B. TIERNAN, ATTORNEY AT LAW, PA

Firm/Company

6361 NW 16th Street,

Margate, FL 33063

Address

gbonham@aol.com

City, State and Zip Code

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

For further information concerning this matter, please call:

PETER B. TIERNAN

Name of Contact Person

at (954) 975-7152

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 7, 2012

PETER B TIERNAN ESQ
6361 NE 16TH STREET
MARGATE, FL 33063

SUBJECT: FRANZON-4390 NORTH FEDERAL HWY. PROPERTY, LLC
Ref. Number: L12000062872

We have received your document for FRANZON-4390 NORTH FEDERAL HWY. PROPERTY, LLC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must contain the manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Leslie Sellers
Regulatory Specialist II

Letter Number: 212A00016190

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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>
FRANZON, INC.	FLORIDA	CORPORATION
FRANZON-4390 NORTH FEDERAL HWY. PROPERTY, 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>
FRANZON-4390 NORTH FEDERAL HWY. PROPERTY, 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:

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 surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

Typed or Printed
Name of Individual:

FRANZON, INC.

NERI FRANZON, President

FRANZON-4390 NORTH FEDERAL
HWY. PROPERTY, LLC

NERI FRANZON, MEMBER

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:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

FILED
12 JUL -6 PM 3:24
SECRETARY OF STATE
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>
FRANZON, INC.	Florida	Corporation
FRANZON-4390 NORTH FEDERAL HWY. PROPERTY, 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>
FRANZON-4390 NORTH FEDERAL HWY. PROPERTY, LLC	Florida	LIMITED LIABILITY COMPANY

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

All of the outstanding shares in FRANZON, INC. shall be exchanged for membership interests in FRANZON-4390 NORTH FEDERAL HWY. PROPERTY, LLC in a IRC Section 368 (a)(1)(A) Reorganization.

(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:

FRANZON, INC. currently has 100 shares of common stock issued and outstanding. Upon the filing of the Articles of Merger with the Florida Department of State and the delivery of the shares to the Manager of FRANZON-4390 NORTH FEDERAL HWY. PROPERTY, LLC, each shares shall be automatically converted into a 1% interest in FRANZON-4390 NORTH FEDERAL HWY. PROPERTY, LLC.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the 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:

There are no outstanding rights to acquire the interests, shares, obligations, or other securities of FRANZON, INC. and therefore this does not apply in this merger.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

NERI FRANZON, 4390 North Federal Hwy., Fort Lauderdale, FL
33308

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)