

L12000106459

(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:

Office Use Only



500240546405

10/15/12--01016--022 **150.00

FILED

OCT 15 PM 3:17

TALLAHASSEE, FL 32301

J. BRYAN

OCT 16 2012



McLaughlin & Quinn, LLC
Attorneys at Law

E. Moore McLaughlin, IV, Esq., CPA*
Thomas P. Quinn, Esq.*

Jill E. Sugarman, Esq.*
Stefanie D. Howell, Esq.*

Frank Fiore, Esq., of counsel^

October 10, 2012

Florida Department of State
Registration Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Admitted In
Rhode Island & Massachusetts*
Massachusetts^

RE: Certificate of Merger for Sovereign Realty Associates, LLC
Articles of Merger for Sovereign Realty Associates G.P., Inc.

To Whom it May Concern:

Enclosed for filing are the above-referenced documents together with checks to cover the filing fees.

Upon filing, kindly return the documents to me in the enclosed self-addressed envelope.

If you have any questions, please feel free to contact me.

Regards,

Michaela A. Costa
Paralegal

FILED
2012 OCT 15 PM 3:17
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Sovereign Realty 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:

Michaela A. Costa, Paralegal

Contact Person

McLaughlin & Quinn, LLC

Firm/Company

148 West River Street - Suite 1E

Address

Providence, Rhode Island 02904

City, State and Zip Code

mcosta@mclaughlinquinn.com

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

FILED
OCT 15 PM 3:17
TALLAHASSEE, FL

For further information concerning this matter, please call:

Michaela A. Costa, Paralegal

Name of Contact Person

at (401)

421-5115 x214

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

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

FILED
2009 OCT 15 PM 3:17
TALLAHASSEE, FLORIDA
CLERK OF THE CIRCUIT COURT

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>
Sovereign Realty Associates		
Limited Partnership	Massachusetts	Limited 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>
Sovereign Realty Associates LLC #L12000106459	Florida	LLC

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:

November 12, 2012

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:

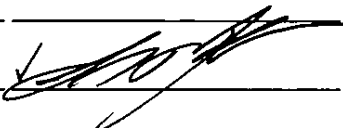
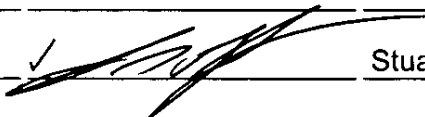
Street address: _____

Mailing address: _____

FILED
OCT 15 PM 3:17

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:
Sovereign Realty Associates, LLC		Stuart A. Roffman
Sovereign Realty Associates		
Limited Partnership		Stuart A. Roffman

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

<u>Fees:</u> 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

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

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>
See Attached		

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>
See Attached		

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

See Attached

(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:

See Attached

(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:

See Attached

(Attach additional sheet if necessary)

FILED
2022 OCT 15 PM 3:17
CLERK OF DISTRICT COURT
JULIA HARRIS

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

FILED
OCT 15 PM 3:17
CLERK OF COURT
JULIA A. BROWN

(Attach additional sheet if necessary)

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

See Attached

(Attach additional sheet if necessary)

PLAN OF MERGER

PLAN OF MERGER dated the 30th day of September, 2012, by and between **SOVEREIGN REALTY ASSOCIATES LIMITED PARTNERSHIP, A MASSACHUSETTS LIMITED PARTNERSHIP** (the "Merged Company"), and **SOVEREIGN REALTY ASSOCIATES, LLC**, a Florida limited liability company (the "Surviving Company").

WITNESSETH:

WHEREAS, the Merged Company is a limited partnership organized and existing under the laws of the Commonwealth of Massachusetts, and the Surviving Company is a limited liability company organized and existing under the laws of the State of Florida; and

WHEREAS, the Merged Company and Surviving Company have authorized and issued outstanding partnership interests and membership interests as follows:

<u>Name of Company</u>	<u>Members</u>	<u>% of Interests</u>
Sovereign Realty Associates Limited Partnership [Merged Company]	Stuart A. Roffman	99%
Stuart A. Roffman		1%
Sovereign Realty Associates, LLC [Surviving Company]	Stuart A. Roffman	99%
Stuart A. Roffman		1%

WHEREAS, the respective Members of The Merged Company and The Surviving Company have deemed it advisable that the Merged Company be merged into the Surviving Company under the terms and conditions hereinafter set forth, and have adopted and approved this Plan of Merger.

NOW, THEREFORE, it is agreed that, pursuant to the applicable provisions of the Florida General Laws, as amended, and the Massachusetts General Laws, as amended, and subject to the conditions hereinafter set forth, the Merged Company shall be merged into the Surviving Company. the Surviving Company shall be the Surviving Company and the terms and conditions of such merger shall be as hereinafter set forth.

- 2012 OCT 15 PM 3:17
FILED
CLERK OF DISTRICT COURT
JANUARY 15 2013
1. **EFFECTIVE DATE:** The merger shall become effective on the 12th day of November, 2012.
 2. **MERGER:** At the effective date that the Merged Company shall be merged into the Surviving Company, the separate existence of the Merged Company shall cease, and the Surviving Company shall continue to exist by virtue of and be governed by the laws of the State of Florida and shall continue to be known as *Sovereign Realty Associates, LLC*. After the effective date, the Surviving Company shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of both a public and of a private nature, of the Merged Company; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to the Merged Company shall be taken and deemed to be transferred to and vested in such single Surviving Company without further act or deed; and the title to any real estate, or any interest therein, vested in any such corporation shall not revert or be in any way impaired by reason of such merger. Such Surviving Company shall thenceforth be responsible and liable for all the liabilities and obligations of the corporation so merged; and any claims existing or actions or proceeding pending by or against such corporation may be prosecuted as if such merger had not taken place. Neither the rights of creditors nor any liens upon the property of any such corporation shall be impaired by such merger.
 3. **OPERATING AGREEMENT:** The operating agreement of the Surviving Company, as of the effective date of merger, shall continue to be the operating agreement of the Surviving Company until further amended in accordance with the provisions thereof and applicable law and for all purposes it shall be deemed to be the operating agreement adopted by the sole member of the Surviving Company.
 4. **OFFICERS:** The officers of the Surviving Company immediately prior to the merger shall be the officers of the Surviving Company.

5. **MEMBERSHIP INTEREST:** The mode of carrying into effect the merger provided for in this Agreement shall be as follows: Due to the common ownership, the issuance of additional membership interests and membership certificates is unnecessary.

6. **FURTHER ACTS OR DOINGS:** If at any time the Surviving Company shall consider or be advised that any further assignments or assurances in law or other things are necessary or desirable to vest or to perfect or to confirm, of record or otherwise, in the Surviving Company, the title to any property of the Merged Company acquired or to be acquired by reason of or as a result of the merger provided for in this Plan of Merger, the proper Members of the Merged Company and the proper Members of the Surviving Company are fully authorized to execute and deliver any and all proper deeds, assignments and assurances in law and to do all things necessary and proper in the name of the Merged Company or otherwise to vest, perfect, or confirm title to such property in the Surviving Company, and otherwise carry out the purpose of this Plan of Merger.

IN WITNESS WHEREOF, the parties have hereunto caused this Plan of Merger to be executed on the day and year first above written.

Sovereign Realty Associates Limited Partnership
(the "Merged Company")

Sovereign Realty Associates G.P., Inc.
General Partner

By: _____

Stuart A. Roffman, its President

Sovereign Realty Associates, LLC
(the "Surviving Company")

By: _____

Stuart A. Roffman, its Member

2012 OCT 15 PM 3:17

FILED