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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

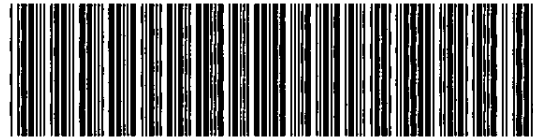
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12 OCT 23 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: University Pointe, 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:

Samuel L. LePrell

Contact Person

1930 San Marco Boulevard

Firm/Company

Suite 201, St. Mark's Place

Address

Jacksonville, Florida 32207

City, State and Zip Code

samleprell@bellsouth.net

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

For further information concerning this matter, please call:

Samuel L. LePrell

Name of Contact Person

at (904)

390-2705

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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SECRETARY OF STATE
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>
166-170 East 118th Street, LLC	New York	limited liability company
176 Associates, Inc.	New York	corporation
University Pointe, 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>
Unversity Pointe, 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:

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: N/A

Mailing address: _____

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>166-170 East 118th Street, LLC</u>	<u>Vincent Garrow</u>	<u>Vincent Garrow, Man. Mem</u>
<u>176 Associates, Inc.</u>	<u>Vincent Garrow</u>	<u>Vincent Garrow, President</u>
<u>University Pointe, LLC</u>	<u>Vincent Garrow</u>	<u>Vincent Garrow, Man. Mem</u>

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
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PLAN OF MERGER

Merger between **UNIVERSITY POINTE, LLC**, a Florida limited liability company (the "Surviving Company") and **176 ASSOCIATES, INC.**, a New York corporation (the "Disappearing Company") and **166-170 East 118th Street, LLC**, a New York limited liability company (the "Disappearing Company"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Chapters 607 and 608 of the Florida Statutes.

1. **Articles of Organization.** The Articles of Organization of the Surviving Company in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Organization of the Surviving Company from and after the Effective Date until further amended as permitted by law.

2. **Distribution to Shareholders of the Disappearing Corporation and to Members of the Disappearing Company.** Upon the Effective Date, each share of the Disappearing Corporation's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for twenty seven (27) units of the Surviving Company's membership interests in accordance with this Plan and each unit of the Disappearing Company's membership interests that shall be issued and outstanding at that time shall be converted into and exchanged for seventy three (73) units of the Surviving Company's membership interests in accordance with this Plan.

3. **Satisfaction of Rights of Disappearing Corporation's Shareholders.** All shares of the Surviving Company's units of membership interests into which shares of the Disappearing Corporation's stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. **Satisfaction of Rights of Disappearing Company's Members.** All units of the Surviving Company's membership interests into which shares of the Disappearing Company's stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted units.

5. **Fractional Shares.** Fractional units of the Surviving Company's membership interests will not be issued.

6. **Effect of Merger.** On the Effective Date, the separate existence of the Disappearing Corporation and of the Disappearing Company shall cease, and the Surviving Company shall be fully vested in the Disappearing Corporation's and the Disappearing Company's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Chapters 607 and 608 of the Florida Statutes.

7. **Supplemental Action.** If at any time after the Effective Date the Surviving Company shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers or members of the Surviving Company, the Disappearing Corporation or the Disappearing Company, as the case may be, whether past or remaining in office, shall execute and deliver, on the

request of the Surviving Company, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Company, or to otherwise carry out the provisions of this Plan.

8. **Filing with the Florida Secretary of State and Effective Date.** The Disappearing Corporation, the Disappearing Company and the Surviving Company shall cause their President and Members, as the case may be, to execute the Certificate of Merger in the form to which this Plan is attached and upon such execution this Plan shall be deemed incorporated by reference into the Certificate of Merger as if fully set forth in the Certificate of Merger and shall become an exhibit to the Certificate of Merger. Thereafter, the Certificate of Merger shall be delivered for filing by the Surviving Company to the Florida Secretary of State. In accordance with Chapter 607 and 608 of the Florida Statutes, the Certificate of Merger shall specify the "Effective Date," which shall be the filing date of the Certificate of Merger.

UNIVERSITY POINTE, LLC

By: Vincent Garrow
Vincent Garrow, Managing Member

Dated: October 12, 2012

166-170 EAST 118TH STREET, LLC

By: Vincent Garrow
Vincent Garrow, Managing Member

Dated: October 10, 2012

176 ASSOCIATES, INC.

By: Vincent Garrow
Vincent Garrow, President

Dated: October 10, 2012