

L13000111769

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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(Business Entity Name)

(Document Number)

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11/21/13--01021--026 \*\*50.00

LLC  
Merge

12/20/13

DC

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13 DEC 18 PM 4:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 3, 2013

ROBERT A. STERNBERG, ESQ./ KOVITZ SHIFRIN NESBIT  
750 WEST LAKE COOK ROAD SUITE 350  
BUFFALO GROVE, IL 60089

SUBJECT: BOSTON EQUITY GROUP, LLC  
Ref. Number: L13000111769

We have received your document and check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s) of the surviving limited liability company.

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) 245-6050.

Darlene Connell  
Regulatory Specialist II

Letter Number: 913A00027563

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** BOSTON EQUITY GROUP, 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:

Robert A. Sternberg, Esq.

Contact Person

Kovitz Shifrin Nesbit

Firm/Company

750 West Lake Cook Road, Suite 350

Address

Buffalo Grove, Illinois 60089

City, State and Zip Code

rsternberg@ksnlaw.com

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

For further information concerning this matter, please call:

Robert A. Sternberg

Name of Contact Person

at ( 847 ) 777-7236

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

750 West Lake Cook Road | Suite 350  
Buffalo Grove | Illinois 60089  
T 847.537.0500 | F 847.537.0550

33 North Dearborn Street | Suite 1910  
Chicago | Illinois 60602  
T 312.372.3227 | F 312.372.4646



1220 Iroquois Avenue | Suite 100  
Naperville | Illinois 60563  
T 630.717.6100 | F 630.548.5568

1044 North Western | Suite G  
Lake Forest | Illinois 60045  
T 847.537.0500 | F 847.537.0550

December 13, 2013

**VIA FEDERAL EXPRESS**

**Reply to: Buffalo Grove**  
T 847.777.7258  
F 847.777.7390  
dbaltazar@ksnlaw.com

Florida Department of State  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**Re: Boston Equity Investment Group, LLC  
Certificate of Merger**

Dear Sir or Madam:

Pursuant to your correspondence dated December 3, 2013, enclosed please find the revised Agreement and Plan of Merger, which provides the names and addresses of the managers of the surviving limited liability company as requested.

Also, enclosed please find in duplicate the Certificate of Merger for processing along with a check for the filing fee of \$50.00. Please file this Certificates and return a file-stamped copy to the attention of the undersigned in the enclosed, self-addressed envelope.

Should you have any questions or require anything further, please contact the undersigned. Thank you.

Very truly yours,

Debbie Baltazar  
Paralegal

/dab

Enclosure

cc: Mr. Gerald Biller  
Robert A. Sternberg, Esq.



Condo & Homeowner Association Law: [www.ksnlaw.com](http://www.ksnlaw.com)

Business & Estate Planning Law: [www.ksnlaw.net](http://www.ksnlaw.net)

*Celebrating 30 years of service*

750 West Lake Cook Road | Suite 350  
Buffalo Grove | Illinois 60089  
T 847.537.0500 | F 847.537.0550

33 North Dearborn Street | Suite 1910  
Chicago | Illinois 60602  
T 312.372.3227 | F 312.372.4646



1220 Iroquois Avenue | Suite 100  
Naperville | Illinois 60563  
T 630.717.6100 | F 630.548.5568

209 Eighth Street  
Racine | Wisconsin 53403  
T 262.634.6750 | F 847.537.0550

November 15, 2013

Florida Department of State  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Reply to: Buffalo Grove  
T 847.777.7258  
F 847.777.7390  
dbaltazar@ksnlaw.com

**Re: Boston Equity Investment Group, LLC  
Certificate of Merger**

Dear Sir or Madam:

Enclosed please find in duplicate the Certificate of Merger for processing along with a check for the filing fee of \$50.00.

Please file this Certificates and return a file-stamped copy to the attention of the undersigned in the enclosed, self-addressed envelope.

Should you have any questions or require anything further, please contact the undersigned. Thank you.

Very truly yours,

Debbie Baltazar  
Paralegal

/dab

Enclosure

cc: Mr. Gerald Biller  
Robert A. Sternberg, Esq.



Condo & Homeowner Association Law: [www.ksnlaw.com](http://www.ksnlaw.com)

Business & Estate Planning Law: [www.ksnlaw.net](http://www.ksnlaw.net)

*Celebrating 30 years of service*

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

FILED  
13 DEC 18 PM 4:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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>
BOSTON EQUITY GROUP, LLC	Illinois	LLC
BOSTON EQUITY GROUP, LLC	Florida	LLC

**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>
BOSTON EQUITY GROUP, LLC	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:

\_\_\_\_\_.

**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 entitles 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:

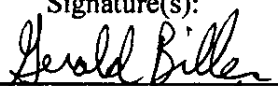

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Mailing address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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:
BOSTON EQUITY GROUP, LLC/Illinois		GERALD BILLER
BOSTON EQUITY GROUP, LLC/Florida		GERALD BILLER

Corporations:	Chairman, Vice Chairman, President or Officer <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

**Fees:**

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

**Certified Copy (optional):** \$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>
BOSTON EQUITY GROUP, LLC	Illinois	LLC
BOSTON EQUITY GROUP, LLC	Florida	LLC

**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>
BOSTON EQUITY GROUP, LLC	Florida	LLC

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

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*(Attach additional sheet if necessary)*

## **AGREEMENT AND PLAN OF MERGER**

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into by and between BOSTON EQUITY GROUP, LLC, a Florida limited liability company (the "Company") and BOSTON EQUITY GROUP, LLC, an Illinois limited liability company (the "Target"), as of October 15, 2013. In consideration of the mutual premises and covenants contained in this Agreement, the Parties agree as follows:

### **1. THE MERGER.**

1.1 Surviving Entity. Upon the time of filing (the "Effective Time") of the Certificate of Merger of the Company with the Florida Department of State, Division of Corporations pursuant to the Florida Limited Liability Company Act, Sections 608.438 through 608.4383 and the simultaneous filing of a Certificate of Merger of Target with the Secretary of State of Illinois pursuant to Sections 37-20 through 37-30 of the Illinois Limited Liability Company Act (805 ILCS 180/37-20 through 805 ILCS 180/37-30) (the "Illinois Laws"):

(a) Target shall be merged with and into the Company (the "Merger") in accordance with the Florida Limited Liability Company Act and the Illinois Laws;

(b) The Company shall be the surviving entity of the Merger (hereinafter sometimes called the "Surviving Entity");

(c) The identity, existence, rights, privileges, powers, franchises, properties and assets of Target shall continue unaffected and unimpaired by the Merger and shall be vested in the Surviving Entity; and

(d) The identity and separate existence of Target shall cease, and all of the rights, privileges, powers, franchises, properties and assets of Target shall be vested in the Surviving Entity.

1.2 Manager and Officers. From and after the Effective Time until amended as provided by law, the managers and any officers of Target in office immediately prior to the Effective Time shall become the managers and officers of the Surviving Entity as of the Effective Time. The managers are GERALD L. BILLER of 1300 Ben Franklin Drive, Unit 807, Sarasota, Florida 34236, and RICHARD L. BILLER of 28 Edgewood Court, Deerfield, Illinois 60015.

1.3 Ownership of Conversion. At the Effective Time each unit of Membership Interest of Target outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any additional action on the part of Target or the Company, be canceled; and all of the Membership Interests of the Company existing prior to the Merger shall remain outstanding membership interests in the Surviving Entity following the Merger.

2. **GENERAL.**

2.1 Condition of the Merger. The Merger shall have been duly authorized by both the Company and Target prior to the filing of the Certificate of Merger with the Florida Department of State, Division of Corporation effecting the Merger.

2.2 Counterparts. This Agreement may be executed in any number of counterparts, each of which will be deemed an original, but all of which together will constitute one instrument.

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement and Plan of Merger as of the date first written above.

BOSTON EQUITY GROUP, LLC,  
a Florida limited liability company

By: Gerald L. Biller  
Gerald L. Biller, Manager

By: Richard L. Biller  
Richard L. Biller, Manager

BOSTON EQUITY GROUP, LLC,  
an Illinois limited liability company

By: Gerald L. Biller  
Gerald L. Biller, Member

By: Richard L. Biller  
Richard L. Biller, Member