

L14000081134

(Requestor's Name)

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(City/State/Zip/Phone #)

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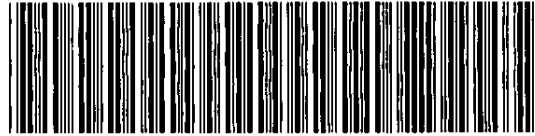
(Business Entity Name)

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DEPARTMENT OF STATE  
DIVISION OF REGISTRATION  
2014 JUN 26 PM 4:20  
SUFFICIENCY OF FILING  
10/10/2014  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
14 JUN 26 AM 10:11

Merger

JUN 27 2014

T. CARTER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 188752 7118190

AUTHORIZATION :

COST LIMIT : \$ 50.00

ORDER DATE : June 23, 2014

ORDER TIME : 1:51 PM

ORDER NO. : 188752-020

CUSTOMER NO: 7118190

ARTICLES OF MERGER

ORCHARD PARK ASSOCIATES, LLC

INTO

ORCHARD PARK ASSOCIATES, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Emily Gray

EXAMINER'S INITIALS: \_\_\_\_\_

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

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

14 JUN 26 AM 10:11

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, 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>   |
|-----------------------------|---------------------|---------------------------|
| Orchard Park Associates LLC | New York            | Limited Liability Company |
| Orchard Park Associates 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>   |
|-----------------------------|---------------------|---------------------------|
| Orchard Park Associates LLC | Florida             | Limited Liability Company |

**THIRD:** The 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, 605, 617, and/or 620, Florida Statutes.

**FOURTH:** Please check one of the boxes that apply to surviving entity:

☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.

This entity is created by the merger and is a domestic filing entity, the public organic record is attached.

This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:



\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed 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:

\_\_\_\_\_

**SEVENTH:** Signature(s) for Each Party:

| Name of Entity/Organization: | Signature(s):   | Typed or Printed Name of Individual: |
|------------------------------|---|--------------------------------------|
| Orchard Park Associates LLC  |  | Robert G. Friedman                   |
| Orchard Park Associates LLC  |  | Robert G. Friedman                   |

|                                   |   |
|-----------------------------------|---|
| Corporations:                     | Chairman, Vice Chairman, President or Officer<br>(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 an authorized person   |

|   |         |
|---|---------|
| <b><u>Fees:</u></b> 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 |

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

14 JUN 26 AM 10:11

**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>Entity Type</u> |
|------------------------------|---------------------|--------------------|
| Orchard Park Associates LLC  | Florida             | LLC                |
| Orchard Park Associates, LLC | New York            | LLC                |

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

| <u>Name</u>                 | <u>Jurisdiction</u> | <u>Entity Type</u> |
|-----------------------------|---------------------|--------------------|
| Orchard Park Associates LLC | Florida             | LLC                |

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

The merging limited liability company will be merged into the surviving limited liability company, and the merger will be effective on the date which the Articles of Merger are filed with, and accepted by, the Florida Department of State. The operating agreement of the surviving party will be the operating agreement of the merged entity.

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 other securities of the survivor, in whole or in part, into cash or other property is as follows:

All ownership interests of the merging entity as of the date of the merger shall be exchanged for an equivalent number of ownership interests in the surviving entity upon the occurrence of the merger.

- 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:

N/A

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

Limited liability is retained by the surviving business entity.

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

N/A