

L14000196231

**Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet**

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H15000062538 3)))



H150000625383ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : COHEN, CHASE, HOFFMAN & SCHIMMEL, P.A.
Account Number : 102450002676
Phone : (305) 670-0201
Fax Number : (305) 670-6152

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: NancyUngar@HHHCompanies.com

MERGER OR SHARE EXCHANGE

Mt. Dora Marketplace, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$68.75

90.00

RECEIVED

15 MAR 17 AM 9:24

DIVISION OF CORPORATIONS
AT THE STATE OF FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

1052
A
3/17/15



March 16, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MT. DORA MARKET, LLC
PO BOX 273760
BOCA RATON, FL 33427-3760

SUBJECT: MT. DORA MARKET, LLC
REF: L14000196231

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

HHH MT. DORA, INC. must file their 2015 annual report before the merger can be filed.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H15000062538
Letter Number: 415A00005243

RECEIVED
15 MAR 17 AM 9:24
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

H15000062538

ARTICLES OF MERGER OF
HHH MT. DORA, INC.,
WITH AND INTO
MT. DORA MARKET, LLC

FILED

2015 MAR 17 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted to merge the following Florida limited liability company and corporation in accordance with Sections 605.1025 and 607.1109 Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging entity that is not the surviving entity are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
HHH Mt. Dora, Inc. 2206 W. Atlantic Avenue, Suite 201 Delray Beach, Florida 33445 Florida Document Registration No. P98000005633 Federal Employer ID No. 65-0806513	Florida	Corporation

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for the surviving entity are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Mt. Dora Market, LLC 2206 W. Atlantic Avenue, Suite 201 Delray Beach, Florida 33445 Florida Document Registration No. L14000196231 Federal Employer ID No. 65-0368163	Florida	Limited Liability Company

THIRD: The attached Plan of Merger was approved by each domestic limited liability company that is a party to the merger in accordance with the provisions of Sections 605.1021-605.1026, Florida Statutes, and each corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

H15000062538

H15000062538

FIFTH: The merger shall become effective upon the filing of the Articles of Merger.

SIXTH: The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

SEVENTH: The surviving entity has agreed to pay any members of any limited liability company with appraisal rights, the amount to which such members are entitled under the Provisions of Sections 605.1006 and 605.1061-1072, Florida Statutes.

EIGHTH: The Articles of Organization of the surviving entity shall remain in effect and be amended as follows:

ARTICLE I - NAME shall be amended to read:

The name of this Limited Liability Company is Mt. Dora Marketplace, LLC.

The undersigned have executed these Articles of Merger as of March 12, 2015.

MT. DORA MARKET, LLC,
a Florida limited liability company

By: _____

Harry H. Hahamovitch, Manager

HHH MT. DORA, INC., a Florida corporation

By: _____

Harry H. Hahamovitch, President and
Secretary

H15000062538

H15000062538

PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 605.1022 and 607.1108, is being submitted in accordance with Sections 605.1021 and 607.1108, Florida Statutes.

FIRST: The exact name, jurisdiction, and entity type for each merging entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
HHH Mt. Dora, Inc.	Florida	Corporation
Mt. Dora Market, LLC	Florida	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Mt. Dora Market, LLC	Florida	Limited Liability Company

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

A. Upon the filing of the Articles of Merger (the "Effective Date"), HHH Mt. Dora, Inc., shall be merged with and into Mt. Dora Market, LLC, with the effect provided by Florida Statutes, the separate existence of HHH Mt. Dora, Inc., shall cease, and Mt. Dora Market, LLC, as the surviving entity, shall continue to exist by virtue of, and shall continue to be governed by, the laws of the State of Florida, under the Articles of Organization and Operating Agreement of Mt. Dora Market, LLC, as they exist on the Effective Date. HHH Mt. Dora, Inc., is the sole member of Mt. Dora Market, LLC. As of the Effective Date, the shareholders of HHH Mt. Dora, Inc., shall become the members of Mt. Dora Market, LLC.

B. Mt. Dora Market, LLC, shall change its name to Mt. Dora Marketplace, LLC.

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 are as follows:

The merged party is the sole member of the survivor. Each shareholder of the merged party shall become a member of the survivor.

H15000062538

H15000062538

No additional compensation shall be paid to the shareholders of HHH Mt. Dora, Inc.

B. 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 are as follows:

N/A

FIFTH: Mt. Dora Marketplace, LLC, the surviving entity, shall be managed by one or more managers. The name and address of the current manager are as follows:

Harry H. Hahamovitch
2206 W. Atlantic Avenue, Suite 201
Delray Beach, Florida 33445

H15000062538