

L14000196660

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Merger

JAN 06 2015

R. WHITE

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14 DEC 31 AM 11:37
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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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January 2, 2015

FLORIDA FILING AND SEARCH
WALK IN
TALLAHASSEE, FL

SUBJECT: PACIFIC-ATLANTIC PROPERTIES, LLC
Ref. Number: L14000196660

We have received your document for PACIFIC-ATLANTIC PROPERTIES, LLC and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

The money in your account is insufficient to cover the cost of filing this document. Please send additional money to cover this particular filing and other filings you wish to process.

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.

Rebekah White
Regulatory Specialist II

Letter Number: 815A00000023

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155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 12/31/14

NAME: PACIFIC-ATLANTIC PROPERTIES, LLC

TYPE OF FILING: MERGER

COST: 50.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE





Ross D. Cohen
Partner
Direct (502) 587-3579 | Fax (502) 540-2108
E-mail rcohen@bgdlegal.com

December 30, 2014

VIA OVERNIGHT COURIER

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

Re: Pacific-Atlantic Properties, LLC

Dear Sir/Madam:

Please find enclosed an original and two copies of Articles of Merger ("Articles") to be filed on behalf of Pacific-Atlantic Properties, LLC. Please file the Articles and return two copies to me stamped as filed. I have also enclosed a check in the amount of \$50.00 which represents the filing fee for the Articles.

Please note that the Surviving Party was formed on-line on December 30, 2014.

Should you have any questions, please do not hesitate to contact me.

Respectfully,

Ross D. Cohen

Attachments

15778450_1.docx

3500 National City Tower, 101 South Fifth Street
Louisville, KY 40202

502.589.4200 main
502.587.3695 fax

www.bgdlegal.com

ARTICLES OF MERGER

OF

PACIFIC PROPERTIES, LLC
(a Kentucky limited liability company)

WITH AND INTO

PACIFIC-ATLANTIC PROPERTIES, LLC
(a Florida limited liability company)

FILED

14 DEC 31 AM 11:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 605.1025 of the Florida Statutes and KRS 275.360, the undersigned entities ("Constituent Entities") hereby adopt the following Articles of Merger for the purpose of merging **PACIFIC PROPERTIES, LLC**, a Kentucky limited liability company ("Kentucky LLC"), with and into **PACIFIC-ATLANTIC PROPERTIES, LLC**, a Florida limited liability company ("Florida LLC"), which shall be the surviving entity in the Merger.

FIRST: The merging party is Pacific Properties, LLC, a limited liability company organized under the laws of the Commonwealth of Kentucky.

SECOND: The surviving party is Pacific-Atlantic Properties, LLC, which is a limited liability company organized under the laws of the State of Florida.

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with sections 605.1021 through 605.1026 of the Florida Statutes; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under section 605.1023(1)(b) of the Florida Statutes.

FOURTH: The surviving entity existed before the merger and is a domestic filing entity.

FIFTH: This surviving entity agrees to pay any members with appraisal rights the amount, to which members are entitled under sections 605.1006 and 605.1061-605.1072 of the Florida Statutes.

Dated: December 31, 2014.

PACIFIC-ATLANTIC PROPERTIES, LLC

By: 

Bruce L. Roth, Manager
("Florida LLC")

PACIFIC PROPERTIES, LLC

By: 

Bruce J. Roth, Manager
("Kentucky LLC")

This Instrument was prepared by:



Ross D. Cohen, Esq.
Bingham Greenebaum Doll LLP
3500 National City Tower
101 South Fifth Street
Louisville, Kentucky 40202-3197
502/589-3579

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