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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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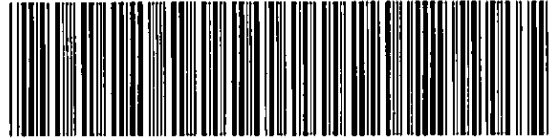
(Business Entity Name)

(Document Number)

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Valerie K. Downing

Richard A. Shapack ♦
Of - Counsel

COPY

August 10, 2017

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

RE: Pine and Plaza, LLC
Merger
Our File 6759.005

2017 SEP 21 PM 1:49

To Whom It May Concern:

Accompanying please find the following:

1. Cover Letter;
2. Check to Florida Department of State for \$80.00 for filing fees;
3. Articles of Merger for Florida Limited Liability Company;
4. Unanimous Written Consent to Action;
5. Plan of Merger.

Please return Certified Copy using the Federal Express label and envelope provided for your use.
Call if you have any questions regarding the enclosed. Thank you.

Sincerely,

TREISER COLLINS

Deborah Needles
Legal Assistant to Christopher J. Cona, Esq. and Thomas A. Collins, Esq.
For the Firm
e-mail: dneedles@swflalaw.com
Enclosure

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Pine and Plaza, LLC, a Florida limited liability company

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Thomas A. Collins, II, Esq.

Contact Person

Treiser Collins, law firm

Firm/Company

3080 Tamiami Trail East

Address

Naples, FL 34112

City, State and Zip Code

tcollins@swflalaw.com

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

For further information concerning this matter, please call:

Thomas A. Collins, II, Esq. at (239) 298-8383

Name of Contact Person

Area Code

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

2017 SEP 21 PM 1:49

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

2017 SEP 21 PM 1:48

The following Articles of Merger is submitted to merge the following _____ 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>
Pine and Plaza, LLC	Illinois	limited liability company
Pine and Plaza, 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>
Pine and Plaza, LLC	Florida	limited liability company

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; 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 s.605.1023(1)(b).

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)


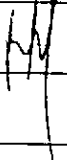
- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a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

September 25, 2017

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Pine and Plaza, LLC, an Illinois LLC		Henry A. Holzkamper,*
Pine and Plaza, LLC, a Florida LLC		Henry a Holzkamper,*

*Member and Manager

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 an authorized person

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	<u>Certified Copy (optional):</u>	\$30.00

**UNANIMOUS WRITTEN CONSENT TO ACTION BY THE
MEMBERS AND MANAGERS OF PINE AND PLAZA, LLC, A
FLORIDA LIMITED LIABILITY COMPANY
REGARDING APPROVAL OF PLAN OF MERGER**

The undersigned, being all of the Members and Managers of Pine and Plaza, LLC, a Florida limited liability company (the "Company"), hereby waive all notice required by the Florida Revised Limited Liability Act (the "Act"), and any other notice required to approve this action, and hereby approve, adopt, and take the following actions by means of this written consent:

CONFIRMATION OF MEMBERSHIP

Resolved: That the Members of the Company are Henry A Holzkamper and Jan E. Holzkamper.

CONFIRMATION OF MANAGERS

Resolved: That the Managers of the Company are Henry A Holzkamper and Jan E. Holzkamper.


APPROVAL OF PLAN OF MERGER

Resolved: That the Plan of Merger, attached hereto, for the merger of Pine and Plaza, LLC, an Illinois limited liability company [merging/non-surviving entity], with Pine and Plaza, LLC, a Florida limited liability company [merging/surviving entity], is hereby unanimously approved by the Members and Managers of the Company. Such unanimous consent is sufficient for approval under the Act.

AUTHORIZATION TO EFFECTUATE MERGER

Resolved: That Henry A. Holzkamper, Member/Manager, is hereby authorized, empowered, and directed to take all necessary or appropriate action, for and on behalf of the Company, including the expenditure of funds, and the execution of instruments, including Articles of Merger, in order to fully and expeditiously complete the merger.

Dated August 17, 2017



Henry A. Holzkamper, Member/Manager



Jan E. Holzkamper, Member/Manager

PLAN OF MERGER

**PINE AND PLAZA, LLC
AN ILLINOIS LIMITED LIABILITY COMPANY
[MERGING ENTITY/NON-SURVIVING ENTITY]**

AND

**PINE AND PLAZA, LLC
A FLORIDA LIMITED LIABILITY COMPANY
[MERGING ENTITY/SURVIVING ENTITY]**

The following plan of merger was adopted and approved by each party to the merger in accordance with the Illinois Limited Liability Company Act and Florida Revised Limited Liability Company Act.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Pine and Plaza, LLC	Illinois	Limited Liability Company
Pine and Plaza, LLC	Florida	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>
Pine and Plaza, LLC	Florida

THIRD: The manner and basis of converting the interests and rights to acquire Interests of each merged party into the interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing are as follows: The Member's Percentage of ownership is not changed by the merger. Each Member of the merging/non-surviving entity presently holds the same Percentage of Membership Rights in the merging/surviving entity as the Member holds in the merging/non-surviving entity. Each Member shall, after the merger, own/hold the same Percentage of Membership Rights in the merging/surviving entity as each Member owned/held in the merging/non-surviving entity, immediately prior to the merger.

FOURTH: The surviving entity exists before the merger and is a Florida filing entity. The public organic record of the surviving entity is not being amended. The private organic rules of the surviving entity are not being amended.

FIFTH: The names and addresses of the managers of the surviving entity, Pine and Plaza, LLC, a Florida limited liability company, are as follows: The managers are Henry A. Holzkamper and Jan E. Holzkamper; and the address of the managers is 1900-A Sunshine Blvd, Naples, Florida 34116.

SIXTH: All additional statements that are required by the laws of Illinois are as follows:

A. The street address of the surviving entity's principle place of business is: 1900-A Sunshine Blvd, Naples, Florida 34116.

[end of document]