

L21000395839

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

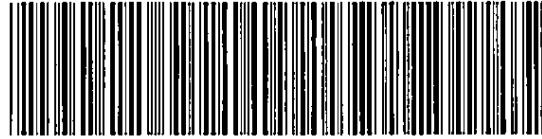
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



100377661271

Effective 12-31-21

RECEIVED

2021 DEC 27 PM 2:59

FILED

2021 DEC 27 PM 2:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger  
12/28/21  
DC

Incorporating Services, Ltd.

1540 Glenway Drive  
Tallahassee, FL 32301  
850.656.7956  
Fax: 850.656.7953  
www.incserv.com



**ORDER FORM**

**TO** Florida Department of State  
The Centre of Tallahassee  
2415 North Monroe Street, Suite 810  
Tallahassee, FL 32303  
corphelp@dos.myflorida.com  
850-245-6051

**FROM** Melissa Moreau  
  
850.656.7953

**REQUEST DATE** 12/27/2021

**PRIORITY** Regular Approval

**OUR REF. # (Order ID#)** 985426

**ORDER ENTITY**

7978 CCB 25, LLC

**PLEASE PERFORM THE FOLLOWING SERVICES:**

7978 CCB 25, LLC (FL)

File the attached merger document

**NOTES:**

~~\$1,460.00~~ Authorized

\$1,470.00 per MAM  
on 12/28/21-DC

**RETURN/FORWARDING INSTRUCTIONS:**

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,

A handwritten signature in black ink, appearing to be "WJ" or similar, written in a cursive style.

Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

ARTICLES OF MERGER  
OF  
ROCHESTER-LEROY ASSOCIATES, INC. ✓  
A NEW YORK CORPORATION  
AND  
AMHERST/VIRGINIA PROPERTIES, INC. ✓  
A NEW YORK CORPORATION  
AND  
BUFFALO-VANCOUVER SPE, INC. ✓  
A NEW YORK CORPORATION  
AND  
BUFFALO-BONNEY LAKE SPE, INC. ✓  
A NEW YORK CORPORATION  
AND  
BUFFALO-BEND SPE, INC. ✓  
A NEW YORK CORPORATION  
AND  
BUFFALO-NFNY SPE, INC. ✓  
A NEW YORK CORPORATION  
AND  
DANFB SPE, INC. ✓  
A NEW YORK CORPORATION  
AND  
BUFFALO-PLAINS SPE, INC. ✓  
A NEW YORK CORPORATION  
AND  
2055 WALDEN AVENUE, INC. ✓  
A NEW YORK CORPORATION

FILED  
2021 DEC 27 PM 2:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AND

SWEET HOME-BLEND-ALL, INC. ✓  
A NEW YORK CORPORATION

AND

NIAGARA OUTLET PARCEL, INC. ✓  
A NEW YORK CORPORATION

AND

BENDERSON ACQUISITIONS, INC. ✓  
A NEW YORK CORPORATION

AND

THE BISON AGENCY, INC. ✓  
A NEW YORK CORPORATION

AND

TRAM-K HOLDINGS, INC. ✓  
A NEW YORK CORPORATION

AND

1746 FRONT INC. ✓  
A NEW YORK CORPORATION

AND

BUFFALO-NEPTUNE BEACH SPE, INC. ✓  
A NEW YORK CORPORATION

AND

POST FALLS OUTLETS, INC. ✓  
A NEW YORK CORPORATION

AND

BENDERSON REAL ESTATE COMPANY, INC.  
A NEW YORK CORPORATION

AND

BUFFALO-93-1 SPE, INC. ✓  
A NEW YORK CORPORATION

AND

SEDONA OUTLETS, INC. ✓  
A NEW YORK CORPORATION

AND

PAILLEMAN, INC. ✓  
A NEW YORK CORPORATION

AND

REALTY DEVELOPMENT-WEST, INC. ✓  
A NEW YORK CORPORATION

AND

REALTY DEVELOPMENT-NORTH, INC. ✓  
A NEW YORK CORPORATION

AND

H.G. BEN, INC. ✓  
A NEW YORK CORPORATION

AND

WALDEN AVENUE-BLEND-ALL HOTEL DEVELOPMENT, INC. ✓  
A NEW YORK CORPORATION

AND

BEN-MIL ASSOCIATES, INC. ✓  
A NEW YORK CORPORATION

AND

HAR-WAL ASSOCIATES, INC. ✓  
A NEW YORK CORPORATION

AND

705 MAPLE, INC. ✓  
A NEW YORK CORPORATION

AND

VICTORIA TRUST SPE, INC. ✓  
A FLORIDA CORPORATION

AND

WINTER SPRINGS SPE, INC. ✓  
A FLORIDA CORPORATION

AND

BUFFALO-GATEWAY SPE., INC. ✓  
A FLORIDA CORPORATION

AND

BUFFALO-TRUST SPE, INC. ✓  
A FLORIDA CORPORATION

AND

BUFFALO-W.D. SPE, INC. ✓  
A FLORIDA CORPORATION

AND

BUFFALO-LOL SPE, INC. ✓  
A FLORIDA CORPORATION

AND

G-OH SPE, INC. ✓  
A DELAWARE CORPORATION

AND

GO-IMP SPE, INC.  
A DELAWARE CORPORATION

AND

**BENDERSON-MCALLEN, INC. ✓**  
**A DELAWARE CORPORATION**

**AND**

**EAVE 48-50, INC. ✓**  
**A DELAWARE CORPORATION**

**AND**

**BENDERSON-LEMOORE, INC. ✓**  
**A DELAWARE CORPORATION**

**AND**

**BUFFALO-SDI SPE, INC.**  
**A TEXAS CORPORATION**

**AND**

**BUFFALO-BAL SPE, INC. ✓**  
**A TEXAS CORPORATION**

**AND**

**7978 CCB 25, LLC**  
**A FLORIDA LIMITED LIABILITY COMPANY**

**INTO**

**7978 CCB 25, LLC**  
**A FLORIDA LIMITED LIABILITY COMPANY**

**Pursuant to Section 607.1105 of the Florida Statutes**

1. The surviving entity to this Merger is 7978 CCB 25, LLC, a Florida limited liability company ("Surviving Company"). The Surviving Company's Document Number is L21000395839.
2. The Surviving Company exists before the merger and is a domestic filing entity.
3. The name of each constituent entity to this Merger is (each a "Constituent Entity," and collectively the "Constituent Entities"):
  - a. **ROCHESTER-LEROY ASSOCIATES, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on July 29, 1997.

b. **AMHERST/VIRGINIA PROPERTIES, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on December 29, 1995.

c. **BUFFALO-VANCOUVER SPE, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on June 18, 1997.

d. **BUFFALO-BONNEY LAKE SPE, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on June 19, 1997.

e. **BUFFALO-BEND SPE, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on June 18, 1997.

f. **BUFFALO-NFNY SPE, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on February 12, 1998.

g. **DANFB SPE, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on May 6, 1998.

h. **BUFFALO-PLAINS SPE, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on July 8, 1998.

i. **2055 WALDEN AVENUE, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on March 1, 1995.

j. **SWEET HOME-BLEND-ALL, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on July 30, 1993.

k. **NIAGARA OUTLET PARCEL, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on June 8, 1994.

l. **BENDERSON ACQUISITIONS, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on January 4, 1995.

m. **THE BISON AGENCY, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on August 11, 1995.



n. **TRAM-K HOLDINGS, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on March 30, 1995.

o. **1746 FRONT INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on July 22, 1994.

p. **BUFFALO-NEPTUNE BEACH SPE, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on August 20, 1997.

q. **POST FALLS OUTLETS, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on August 13, 1996.

r. **BENDERSON REAL ESTATE COMPANY, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on July 15, 1991.

s. **BUFFALO-93-1 SPE, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on February 12, 1998.

t. **SEDONA OUTLETS, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on August 13, 1996.

u. **PAILLEMAN, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on November 12, 1996.

v. **REALTY DEVELOPMENT-WEST, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on May 12, 1983.

w. **REALTY DEVELOPMENT-NORTH, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on May 12, 1983.

x. **H.G. BEN, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on August 31, 1989.

y. **BEN-MIL ASSOCIATES, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on June 17, 1993.

z. **WALDEN AVENUE-BLEND-ALL HOTEL DEVELOPMENT, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on July 30, 1993.

aa. **HAR-WAL ASSOCIATES, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on September 26, 1994.

bb. **705 MAPLE, INC.**, a New York corporation. The certificate of incorporation of this corporation was filed by the New York Department of State on February 16, 1995.

cc. **VICTORIA TRUST SPE, INC.**, a Florida corporation. The certificate of incorporation of this corporation was filed by the Florida Secretary of State on March 20, 1998.

dd. **WINTER SPRINGS SPE, INC.**, a Florida corporation. The certificate of incorporation of this corporation was filed by the Florida Secretary of State of State on March 20, 1998.

ee. **BUFFALO-GATEWAY SPE., INC.**, a Florida corporation. The certificate of incorporation of this corporation was filed by the Florida Secretary of State on March 10, 1998.

ff. **BUFFALO-TRUST SPE, INC.**, a Florida corporation. The certificate of incorporation of this corporation was filed by the Florida Secretary of State on June 15, 1998.

gg. **BUFFALO-W.D. SPE, INC.**, a Florida corporation. The certificate of incorporation of this corporation was filed by the Florida Secretary of State on June 15, 1998.

hh. **BUFFALO-LOL SPE, INC.**, a Florida corporation. The certificate of incorporation of this corporation was filed by the Florida Secretary of State on June 15, 1998.

ii. **G-OH SPE, INC.**, a Delaware corporation. The certificate of incorporation of this corporation was filed by the Delaware Department of State, Division of Corporations, on December 2, 1998.

jj. **GO-IMP SPE, INC.**, a Delaware corporation. The certificate of incorporation of this corporation was filed by the Delaware Department of State, Division of Corporations, on December 2, 1998.

kk. **BENDERSON-MCALLEN, INC.**, a Delaware corporation. The certificate of incorporation of this corporation was filed by the Delaware Department of State, Division of Corporations, on December 29, 1994.

ll. **EAVE 48-50, INC.**, a Delaware corporation. The certificate of incorporation of this corporation was filed by the Delaware Department of State, Division of Corporations, on June 7, 1996.

mm. **BENDERSON-LEMOORE, INC.**, a Delaware corporation. The certificate of incorporation of this corporation was filed by the Delaware Department of State, Division of Corporations, on December 23, 1994.

nn. **BUFFALO-SDI SPE, INC.**, a Texas corporation. The certificate of incorporation of this corporation was filed by the Texas Secretary of State on February 5, 1998.

oo. **BUFFALO-BAL SPE, INC.**, a Texas corporation. The certificate of incorporation of this corporation was filed by the Texas Secretary of State on February 5, 1998.

pp. **7978 CCB 25, LLC**, a Florida limited liability company. The articles of organization of this company were filed by the Florida Department of State on September 7, 2021.

4. Each of the Constituent Entities entered into and executed an Agreement and Plan of Merger ("Plan of Merger") by and amongst them, and with respect to each Constituent Entity that is a domestic corporation, the Plan of Merger was duly approved by the shareholders of each such corporation.

5. With respect to each such Constituent Entity that is a domestic limited liability company, the Plan of Merger was duly approved by the members thereof.

6. With respect to each Constituent Entity to this Merger that is a foreign corporation, the Plan of Merger and such corporation's participation in this Merger was duly authorized in accordance with each such corporation's organic law.

7. These Articles of Merger shall take effect on December 31, 2021.

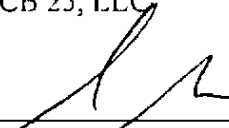
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[Signature page]

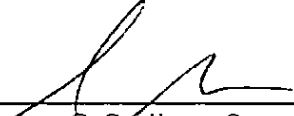
Each of the undersigned signs this instrument subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. Each of the undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under applicable law to execute this instrument.

Dated: December 23, 2021


7978 CCB 25, LLC

By:   
Stephen C. Scalione, Manager

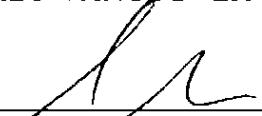
ROCHESTER-LEROY ASSOCIATES, INC.

By:   
Stephen C. Scalione, Secretary

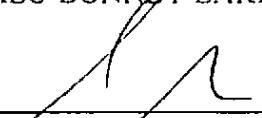
AMHERST/VIRGINIA PROPERTIES, INC.

By:   
Stephen C. Scalione, Secretary

BUFFALO-VANCOUVER SPE, INC.

By:   
Stephen C. Scalione, Secretary

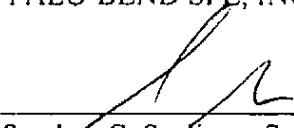
BUFFALO-BONNEY LAKE SPE, INC.

By:   
Stephen C. Scalione, Secretary

vinu

*[Signature page (con't)]*


BUFFALO-BEND SPE, INC.

By:   
Stephen C. Scalione, Secretary

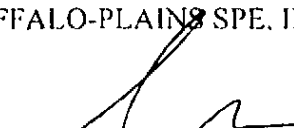
BUFFALO-NFNY SPE, INC.

By:   
Stephen C. Scalione, Secretary


DANFB SPE, INC.

By:   
Stephen C. Scalione, Secretary

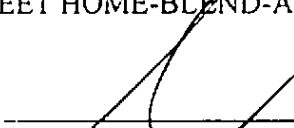
BUFFALO-PLAIN~~S~~ SPE, INC.

By:   
Stephen C. Scalione, Secretary

2055 WALDEN AVENUE, INC.

By:   
Stephen C. Scalione, Secretary

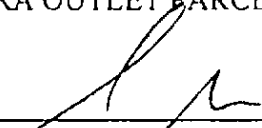
SWEET HOME-BLEND-ALL, INC.

By:   
Stephen C. Scalione, Secretary


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*[Signature page (con't)]*

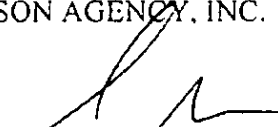
NIAGARA OUTLET PARCEL, INC.

By:   
Stephen C. Scalione, Secretary

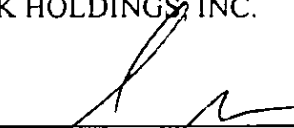
BENDERSON ACQUISITIONS, INC.

By:   
Stephen C. Scalione, Secretary

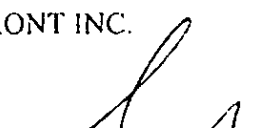
THE BISON AGENCY, INC.

By:   
Stephen C. Scalione, Secretary


TRAM-K HOLDINGS, INC.

By:   
Stephen C. Scalione, Secretary

1746 FRONT INC.

By:   
Stephen C. Scalione, Secretary


BUFFALO-NEPTUNE BEACH SPE, INC.

By:   
Stephen C. Scalione, Secretary


kmh

*[Signature page (con't)]*


POST FALLS OUTLETS, INC.

By:   
Stephen C. Scalione, Secretary


BENDERSON REAL ESTATE COMPANY, INC.

By:   
Stephen C. Scalione, Secretary


BUFFALO-93-1 SPE, INC.

By:   
Stephen C. Scalione, Secretary

SEDONA OUTLETS, INC.

By:   
Stephen C. Scalione, Secretary

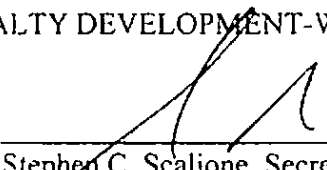
PAILLEMAN, INC.

By:   
Stephen C. Scalione, Secretary

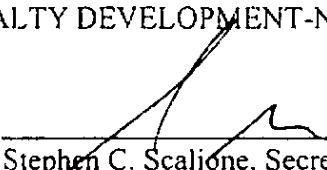
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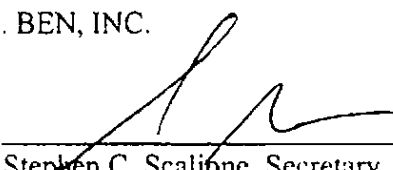
REALTY DEVELOPMENT-WEST, INC.

By:   
Stephen C. Scalione, Secretary

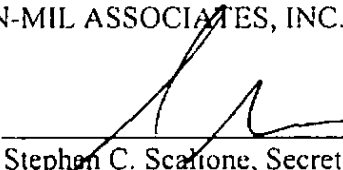
REALTY DEVELOPMENT-NORTH, INC.

By:   
Stephen C. Scalione, Secretary

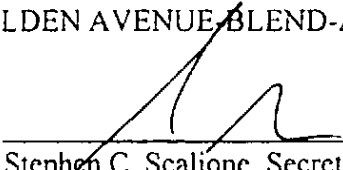
H.G. BEN, INC.

By:   
Stephen C. Scalione, Secretary

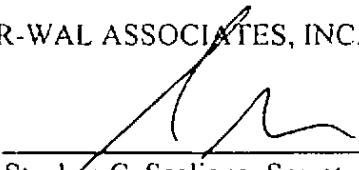
BEN-MIL ASSOCIATES, INC.

By:   
Stephen C. Scalione, Secretary

WALDEN AVENUE BLEND-ALL HOTEL DEVELOPMENT, INC.

By:   
Stephen C. Scalione, Secretary

HAR-WAL ASSOCIATES, INC.

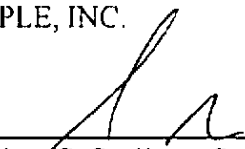
By:   
Stephen C. Scalione, Secretary

mmh

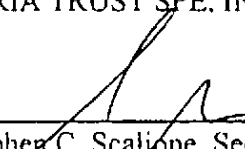


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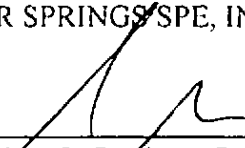
705 MAPLE, INC.

By:   
Stephen C. Scalione, Secretary

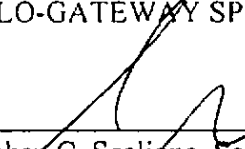
VICTORIA TRUST SPE. INC.

By:   
Stephen C. Scalione, Secretary

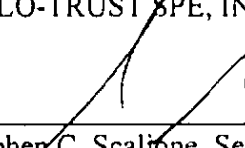
WINTER SPRINGS SPE, INC.

By:   
Stephen C. Scalione, Secretary

BUFFALO-GATEWAY SPE., INC.

By:   
Stephen C. Scalione, Secretary

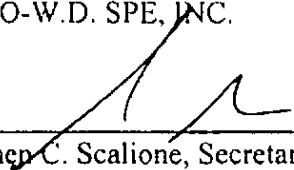
BUFFALO-TRUST SPE, INC.

By:   
Stephen C. Scalione, Secretary

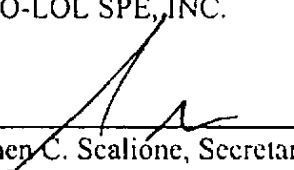
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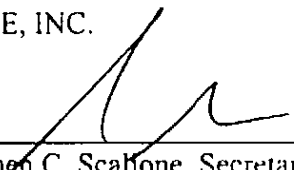
BUFFALO-W.D. SPE, INC.

By:   
Stephen C. Scalione, Secretary

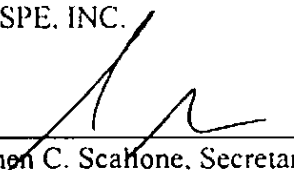
BUFFALO-LOL SPE, INC.

By:   
Stephen C. Scalione, Secretary

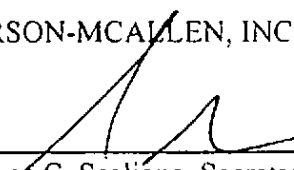
G-OH SPE, INC.

By:   
Stephen C. Scalione, Secretary

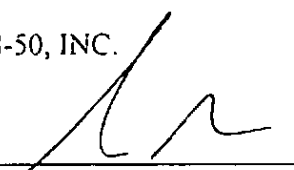
GO-IMP SPE, INC.

By:   
Stephen C. Scalione, Secretary

BENDERSON-MCALLEN, INC.

By:   
Stephen C. Scalione, Secretary

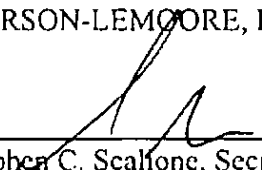
EAVE 48-50, INC.

By:   
Stephen C. Scalione, Secretary

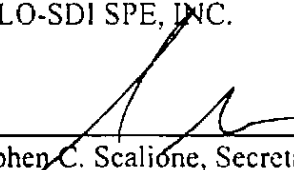
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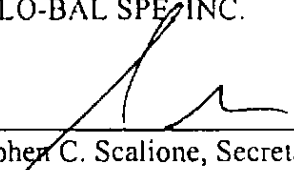
BENDERSON-LEMOORE, INC.

By:   
Stephen C. Scalione, Secretary

BUFFALO-SDI SPE, INC.

By:   
Stephen C. Scalione, Secretary

BUFFALO-BAL SPE, INC.

By:   
Stephen C. Scalione, Secretary

imk

Doc #954339.3