

6/24/2013 17:26:51 From: To: 8506176380

Division of Corporations

(1/10)

Page 1 of 1

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.

((H13000142024 3)))



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

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

FILED
13 JUN 21 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Email Address: _____

MERGER OR SHARE EXCHANGE
HOMESTEAD LEISURE ASSOCIATES, LLC

Certificate of Status	0
Certified Copy	0
Page Count	09/10
Estimated Charge	\$77.50

Merger

RE-SUBMIT

Please retain original filing
date of submission 6/21

Electronic Filing Menu Corporate Filing Menu

06-25-13

850-617-8381

6/24/2013 4:23:21 PM PAGE 1/001 Fax Server



June 24, 2013

FLORIDA DEPARTMENT OF STATE

Division of Corporations

HOMESTEAD LEISURE ASSOCIATES, LLC
31550 NORTHWESTERN HIGHWAY, SUITE 200
FARMINGTON HILLS, MI 48334

SUBJECT: HOMESTEAD LEISURE ASSOCIATES, LLC
REF: L99000001668

RE-SUBMIT

Please retain original filing
date of submission 6/21

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

THE FEE TO FILE THE MERGER IS \$105.00 AS WE CHARGE \$52.50 FOR EACH PARTY INVOLVED IN THE MERGER. *

THE DATE SHOWN ON THE FIRST PAGE AND FIRST PARAGRAPH OF THE (PLAN OF MERGER) IS INCOMPLETE. ALSO, THE REGISTERED AGENT IS CHANGING ON PAGE 2, #9 TO CT CORPORATION SYSTEM.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: B13000142024
Letter Number: 113A00015777

RECEIVED

13 JUN 25 AM 8:45

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

LLC - \$ 25.00
LLP - \$ 52.50

Total - \$ 77.50

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: HOMESTEAD LEISURE ASSOCIATES, LLC

Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Gary M. Remer, Esq.

Contact Person

Maddin, Hauser, Wartell, Roth & Heller, P.C.

Firm/Company

28400 Northwestern Highway, Third Floor

Address

Southfield, MI 48034

City, State and Zip Code

bnienberg@lautrecitd.com

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

For further information concerning this matter, please call:

Barry Nienberg

(Name of Contact Person)

at (248) 851-2700

(Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$52.50

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

**Certificate of Merger
For
Florida Limited Partnership or Limited Liability Limited Partnership**

FILED
13 JUN 21 PM 4:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted in accordance with s. 620.2108, 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>
Homestead Leisure Associates, LLC	Florida	limited liability companp
Homestead Leisure Associates Limited Partnership	Florida	limited partnership
_____	_____	_____
_____	_____	_____

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>
Homestead Leisure Associates, LLC	Florida	limited liability company

THIRD: The date the merger is effective under the governing laws of the surviving party is: Upon Filing.

(NOTE: If survivor is a Florida limited partnership or limited liability limited partnership, effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State. If survivor is not a Florida limited partnership or limited liability limited partnership, effective date shall be as provided in survivor's governing statute.)

FOURTH: The merger was approved by each party as required by its governing law.

FIFTH: If the surviving party is a foreign organization not qualified to transact business in this state, the street address and mailing address of an office which the Florida Department of State may use for the purposes of s. 620.2109(2), F.S., are as follows:

Street address:

Mailing address:

SIXTH: Other provisions, if any, relating to the merger:

AGREEMENT OF STATUTORY MERGER
(Plan of Merger)

PARTIES:

THIS AGREEMENT OF STATUTORY MERGER (this "Agreement") is made and entered into this 21 day of June, 2013 (the "Effective Date"), by and between HOMESTEAD LEISURE ASSOCIATES LIMITED PARTNERSHIP, a Florida limited partnership ("Partnership"), and HOMESTEAD LEISURE ASSOCIATES, LLC, a Florida limited liability company ("LLC"). Partnership and LLC being sometimes collectively referred to herein as the "Constituent Entities".

RECITALS:

The following is a recital of the facts and circumstances underlying this Agreement.

A. Partnership is a limited partnership duly organized and validly existing under the laws of the State of Florida.

B. LLC is a limited liability company duly organized and validly existing under the laws of the State of Florida.

C. The partners of Partnership and members of LLC deem it desirable and in the best interests of their respective entities that Partnership be merged into LLC pursuant to the laws of the State of Florida.

CONSIDERATION AND AGREEMENT:

IN CONSIDERATION of the mutual covenants and benefits set forth herein, the sufficiency of which is hereby mutually acknowledged, Partnership and LLC hereby agree to a statutory merger as more particularly set forth hereinbelow.

1. **Merger.** By unanimous consent resolutions of all of the partners of Partnership and all of the members of LLC, and in accordance with the requirements of the laws of the State of Florida, Partnership shall henceforth from the Effective Date be deemed to have merged with and into LLC, and LLC shall survive the merger and retain its name as provided in paragraph 2 hereof.

2. **Name and Purposes of Surviving Entity.** The name of the surviving entity shall be Homestead Leisure Associates, LLC (sometimes referred to herein as the "Surviving Entity") and the purpose or purposes for which the Surviving Entity is organized is to engage in any activity within the purposes for which a limited liability company may be formed under the Limited Liability Company Act of Florida.

3. Articles of Organization. As of the date hereof, the Articles of Organization of LLC shall be the Articles of Organization of the Surviving Entity until further amended as provided by law.

4. Operating Agreement of Surviving Entity. As of the date hereof, the Operating Agreement of LLC governs the operations of the Surviving Entity until further amended as provided by law.

5. Designation of Managers. The following named persons are appointed as managers of LLC to serve until their respective successors are chosen and qualified:

Spencer M. Partrich
Mickey Shapiro

6. Conversion of Partnership Interest on Merger. The manner and method of converting the partnership interest of the Partnership is by converting the general partnership interests and the limited partnership interests into Membership Interests in the LLC, as set forth in the LLC's Operating Agreement. The Membership Interests shall be rights and privileges shall be set forth in the Operating Agreement of LLC.

7. Effect of Merger. As of the Effective Date, Partnership and LLC shall cease to exist separately and Partnership shall be merged with and into LLC in accordance with the provisions of this Agreement and the laws of the State of Florida. As provided therein, and as of the Effective Date, the Surviving Entity shall have all of the rights, privileges, immunities, and franchises, public or private, of each of the Constituent Entities, and all property, real, personal and mixed, and all accounts receivable on whatever account, including chooses in action. Further, the Surviving Entity from the date hereof shall be and is responsible and liable for all liabilities and obligations of each of the Constituent Entity, and a claim existing or action or proceeding pending by or against a Constituent Entity may be prosecuted as if the merger had not taken place or the Surviving Entity may be substituted in its place. The rights of creditors and any lien upon the property of a Constituent Entity are not impaired by the merger hereof.

8. Further Instruments. From time to time, and as and when requested by the Surviving Entity or by its successors or assigns, Partnership shall execute and deliver, or cause to be executed and delivered, all such other instruments and conveyances, and shall take or cause to be taken such further or other actions as the Surviving Entity may deem necessary or desirable in order to vest in and confirm to the Surviving Entity title to and possession of all of its property, rights, privileges, powers, and franchises and otherwise to carry out the intents and purposes of this Agreement.

9. Registered Office and Resident Agent. The location of the registered office of the Surviving Entity shall be 1200 South Pine Island Road, Plantation, FL 33324, and the resident agent shall be C T Corporation System.

10. Right of Amendment. The Surviving Entity shall have the right to amend, alter, change or repeal any provision set forth in its Articles of Organization, as from time to time amended, and any provisions set forth in this Agreement, in the manner now or hereafter prescribed by law.

[Signatures on Following Page]

IN WITNESS WHEREOF, the parties have executed this Agreement of Statutory Merger on the date first above written.

HOMESTEAD LEISURE ASSOCIATES
LIMITED PARTNERSHIP, a Florida
limited partnership

By: 

Spencer M. Parrich, General Partner

By: 

Mickey Shapiro, General Partner

HOMESTEAD LEISURE ASSOCIATES,
LLC, a Florida limited liability company

By: 

Spencer M. Parrich, Manager

By: 

Mickey Shapiro, Manager