

L 99 00000 4886

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

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

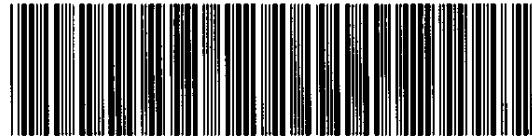
Special Instructions to Filing Officer:

Office Use Only

G. MCLEOD

JUL 23 2010

EXAMINER



600183433966

07/22/10--01034--029 \*\*78.75

FILED

10 JUL 22 PM 1:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

10 JUL 22 PM 1:15

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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>
<u>1165 OF DELRAY LLC</u>	<u>FLORIDA</u>	<u>LIMITED LIABILITY CO.</u>
<u>CALM REALTY CORP</u>	<u>FLORIDA</u>	<u>CORPORATION</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

**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>
<u>1165 OF DELRAY LLC</u>	<u>FLORIDA</u>	<u>LIMITED LIABILITY CO.</u>

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the 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:

---

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

---

---

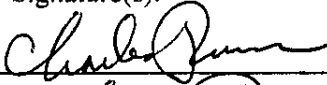
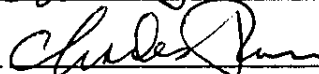
---

**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
1165 OF DELRAY LLC		CHARLES ROSNER
CALM REALTY CORP		CHARLES ROSNER

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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 a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

## PLAN OF MERGER

**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>
CALM REALTY CORP.	FLORIDA	CORPORATION

**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>
1165 OF DELRAY LLC	FLORIDA	LIMITED LIABILITY CO.

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

The Effective Date of the merger shall be upon the date of filing with the Florida Department of State the Articles of Merger.

---

---

---

---

---

---

---

---

---

---

*(Attach additional sheet if necessary)*

**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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

The issued shares in Calm Realty Inc. outstanding immediatley prior to the  
Effective Date shall be converted, on a pro rata basis, into the right to receive and  
acquire equivalent membership interests in the 1165 of Delray LLC representing in  
the aggregate 50% of the outstanding membership interests of the Company  
immediately following the Merger. All shares converted into the right to receive  
membership interests shall cease to be outstanding, shall be canceled and  
retired and shall cease to exist, and each holder of a certificate representing such  
shares shall thereafter cease to have any rights with respect to such shares.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Any rights to acquire shares in Calm Realty Inc. outstanding immediately prior to  
the Effective Date, if any, shall be converted, on a pro rata basis into the right  
to acquire membership interests in the 1165 of Delray LLC immediately  
following the Merger.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

*(Attach additional sheet if necessary)*

**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

---

---

---

---

---

---

---

---

*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

CHARLES ROSNER, MANAGING MEMBER

C/O CARLYLE MANAGEMENT INC.

254 KATONAH AVENUE, PO BOX 803

KATONAH, NEW YORK 10536

---

---

---

---

*(Attach additional sheet if necessary)*

**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

---

---

---

---

---

---

---

---

*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

The manager(s) of the Company immediately prior to the Effective Time shall be  
the managers, and the officers of the Surviving Company following the Merger,  
each to hold office in accordance with the Company Certificate of Formation and  
/or By-laws of the Surviving Company until their successors are duly elected  
or appointed and qualified.

---

---

---

*(Attach additional sheet if necessary)*