

Florida Department of State  
Division of Corporations  
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## To:

Division of Corporations  
Fax Number : (850) 617-6383

## From:

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Account Number : 120090000089  
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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
ALLEGRO INTERIM COMPANY, LLC

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$30.00

2011 MAY 13 AM 8:16  
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Help

EXAMINER

M11-1968



May 18, 2011

## FLORIDA DEPARTMENT OF STATE

Division of Corporations

ALLEGRO INTERIM COMPANY, LLC  
212 S. CENTRAL AVENUE, SUITE 301  
ST. LOUIS, MO 63105

SUBJECT: ALLEGRO INTERIM COMPANY, LLC  
REF: M11000001968

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

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

In order to change the management you must file affidavit to change managers/managing members.

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) 245-6020.

Tammi Cline  
Regulatory Specialist II

FAX Aud. #: H11000132759  
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TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

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**AMENDMENT - NAME CHANGE**

1. The following provisions of the Articles of Organization of **ALLEGRO INTERIM COMPANY, LLC**, a Missouri limited liability company, filed in Tallahassee on April 19, 2011, be and they hereby are amended in the following particulars:

Article 1 be and it hereby is amended to read as follows:

*The name of this limited liability company is:*

**LOVE MANAGEMENT COMPANY, LLC**

2. The name of the limited liability company in its home state of Missouri was changed pursuant to those certain Articles of Merger filed on or about April 26, 2011 as reflected on that certain Certificate of Merger dated April 26, 2011 issued by the Missouri Secretary of State, a copy of which is attached hereto as **Exhibit A**.

3. By virtue of that certain Florida fictitious name filing under document number **G10000068651** now owned by Love Management Company, LLC, a Missouri limited liability company as successor by such merger to Love Management Company, Inc., a Missouri corporation, the Company shall be doing business in the state of Florida under the name **Allegro Management Company**.

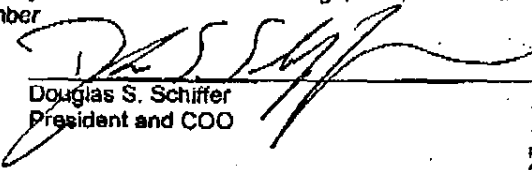
4. The foregoing amendments were adopted by Allegro Senior Living, LLC, a Delaware limited liability company, the sole and managing member of the limited liability company as of the date set forth below.

IN WITNESS WHEREOF, the undersigned as President and Chief Operating Officer of the sole and managing member of the limited liability company has executed these Amendment-Name Change as of the 18<sup>th</sup> day of May 2011.

**LOVE MANAGEMENT COMPANY, LLC, d/b/a ALLEGRO MANAGEMENT COMPANY, LLC**

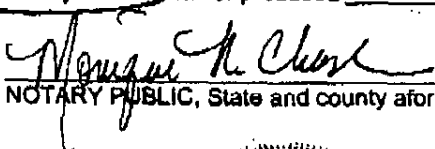
By: Allegro Senior Living, LLC, a Delaware limited liability company formerly known as Hallmark Holdings, LLC, its sole and managing member

By:

  
Douglas S. Schiffer  
President and COO

STATE OF GEORGIA  
COUNTY OF DeKalb

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of May, 2011, by Douglas S. Schiffer, President and Chief Operating Officer of Allegro Senior Living, LLC, a Delaware limited liability company, the sole and managing member of **ALLEGRO MANAGEMENT COMPANY, LLC**, a Missouri limited liability company. He is personally known to me or produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC, State and county aforesaid.

PREPARED BY:  
THERESA M. KENNEY, ATTORNEY AT LAW  
FLORIDA BAR NO. 970468  
DUBS, KENNEY, SAFER, HAMPTON & JOOS, P.A.  
4348 SOUTHPOINT BOULEVARD, SUITE 101  
JACKSONVILLE, FLORIDA 32216  
TEL.: (904) 543.4300  
FAX: (904) 543.4301



2011 MAY 13 AM 8:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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EXHIBIT A

Articles of Merger filed on or about April 26, 2011 as reflected on that certain Certificate of Merger  
dated April 26, 2011 issued by the Missouri Secretary of State

(See attached)

FILED

2011 MAY 13 AM 8:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# STATE OF MISSOURI



Robin Carnahan  
Secretary of State

## CERTIFICATE OF MERGER MISSOURI ENTITY SURVIVING

WHEREAS, Articles of Merger of the following entities:

***LOVE MANAGEMENT COMPANY, INC. -- 00177015***

***INTO:***

***Allegro Interim Company, LLC -- LC1135018***

Organized and existing under laws of Missouri have been received, found to conform to law, and filed.

NOW, THEREOF, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned entities is effected, with

***Allegro Interim Company, LLC -- LC1135018***

as the surviving entity.

The name subsequently changed to:

***Love Management Company, LLC***

IN TESTIMONY WHEREOF, I hereunto  
set my hand and cause to be affixed the  
GREAT SEAL of the State of Missouri.  
Done at the City of Jefferson, this  
26th day of April, 2011.

A handwritten signature in cursive script that reads "Robin Carnahan".

Secretary of State



File Number:  
LC1135018  
Date Filed: 04/26/2011  
Robin Carnahan  
Secretary of State

## ARTICLES OF MERGER

Pursuant to the provisions of The Missouri Limited Liability Company Act (RSMo Sections 347.127 *et. seq.*), the undersigned companies certify as follows:

1. That ALLEGRO INTERIM COMPANY, LLC, is a Missouri limited liability company ("Survivor").
2. That LOVE MANAGEMENT COMPANY, INC., is a Missouri corporation ("LMC").
3. That Survivor and LMC are hereby merged and that Survivor is the surviving company, with such merger ("the "Merger") being effective as of April 30, 2011 (the "Effective Date").
4. That a certain Agreement of Merger dated as of April 30, 2011 (the "Agreement") has been authorized and approved by Survivor and LMC, in accordance with RSMo. Section 347.720.
5. That the address of the registered office for Survivor is 212 S. Central Avenue, Suite 300, St. Louis, Missouri 63105 and the name of the registered agent at such address is Laurence A. Schiffer.
6. That Article One of the Articles of Organization of Survivor is hereby amended so that the name of Survivor shall be "Love Management Company, LLC". The organizational documents of Survivor shall otherwise remain unchanged and be the organizational documents of Survivor after the Merger.
7. That the executed Agreement is on file at the principal place of business of Survivor, which is 212 S. Central Avenue, Suite 301, St. Louis, Missouri 63105.
8. That a copy of the Agreement will be furnished by Survivor, on request and without cost, to any partner, shareholder, member or their equivalent of any entity that is a party to the Merger.

[Signature page(s) to follow.]



IN WITNESS WHEREOF, these Articles of Merger have been executed by the parties as of the Effective Date.

**"SURVIVOR"**

**ALLEGRO INTERIM COMPANY, LLC,**  
a Missouri limited liability company

By: Allegro Senior Living, LLC, a Delaware  
limited liability company, its Managing  
Member

By: 

Laurence A. Schiffer  
Chief Executive Officer

**"LMC"**

**LOVE MANAGEMENT COMPANY, INC.,**  
a Missouri corporation

By: 

Mary F. Rieser  
President

APR-21-2011 10:29

P.03/03

TAXATION DIVISION  
P O BOX 3666  
JEFFERSON CITY MO 65105-3666



*Missouri*  
DEPARTMENT OF REVENUE

Telephone: (573) 751-9268  
Fax: (573) 522-1265  
E-mail: taxclearance@dor.mo.gov

## CERTIFICATE OF TAX CLEARANCE

LOVE MANAGEMENT COMPANY INC  
212 S CENTRAL AVE STE 302  
ST LOUIS MO 63105

DATE: APRIL 21, 2011

MISSOURI CORPORATION CHARTER NUMBER: 00177015

Thank you for contacting the Missouri Department of Revenue. In response to the corporation's request, a review of the tax records has been completed. All taxes owed, including all liabilities owed as determined by the Division of Employment Security, pursuant to Chapter 288, RSMo, have been paid.

This statement is not to be construed as limiting the authority of the Director of Revenue to pursue collection of liabilities resulting from final litigation, default in payment of any installment agreement entered into with the Director of Revenue, any successor liability that may become due in the future, or audits or reviews of the taxpayer's records as provided by law.

This Certificate of Tax Clearance must be presented to the Missouri Secretary of State's Office with any required paperwork and payment. For information concerning the Secretary of State's requirements, you may call their office at (573) 751-4153 or toll free at (866) 223-6535.

If you require additional information or assistance, please contact the Taxation Division at Post Office Box 3666, Jefferson City, Missouri 65105-3666 or by telephone at (573) 751-9268 during the hours of 8:00 a.m. to 5:00 p.m.

THIS CERTIFICATE REMAINS VALID FOR SIXTY (60) DAYS FROM THE ISSUANCE DATE. If you do not complete your transaction in sixty (60) days you must obtain a new Certificate of Tax Clearance. Additionally, a new Form 943, Request for Tax Clearance, may be required.

Sincerely,

A handwritten signature in cursive script that reads "Dwayne Maples".

Dwayne Maples  
Administrator, Business Tax  
Taxation Division

DC:DU0550

CBN001  
201111100300409