

M/20000004410

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

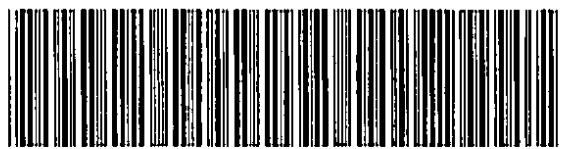
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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STATEMENT OF JEFF
MAIL ADDRESS: FLORIDA

AUG 03 2017
J SHIVERS



Henderson|Franklin
ATTORNEYS AT LAW

Island Medical & Business Center
1648 Penwinkle Way Suite B • Sanibel, FL 33957
Tel: 239.344.1100 • Fax: 239.344.1200 • www.henlaw.com

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Reply to
David K. Fowler
Board Certified Real Estate Lawyer
Direct Fax Number 239 344 1566
Direct Dial Number 239 344 1353
E-Mail david.fowler@henlaw.com

July 31, 2017

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Cir.
Tallahassee, FL 32301

Re: Application by Foreign Limited Liability Company to File Amendment – PR
Waterford, LLC

Dear Sir or Madam,

Please find enclosed for filing:

1. Application by Foreign Limited Liability Company to File Amendment to Certificate of Authority to Transact Business in Florida with a copy of the Articles of Merger filed in Maryland.
2. Check for \$60.00 for filing fee, Certificate of Status and Certified Copy.

Should there be any questions with respect to this filing, please contact me.

Very truly yours,


David K. Fowler

DKF/
Enclosures Return FedEx Envelope

Henderson, Franklin, Starnes & Holt, P.A.

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PR WATERFORD, LLC

Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Richard E. Levine, Esquire

Name of Person

DLA Piper LLP (US)

Firm/Company

The Marbury Building - 6225 Smith Avenue

Address

Baltimore, MD 21209-3600

City/State and Zip Code

CharmaygneL@crcrealty.com

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

For further information concerning this matter, please call:

Pamela Jones

Name of Person

at (410) 580-4664

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

☐ \$25 Filing Fee

☐ \$30 Filing Fee &
Certificate of Status

☐ \$55 Filing Fee &
Certified Copy

☒ \$60 Filing Fee,
Certificate of Status &
Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-4 must be completed)

1. Name of limited liability Company as it appears on the records of the Florida Department of

State: PR WATERFORD, LLC

Enter new principal office address, if applicable: _____

(Principal office address
MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable: _____

(Mailing address
MAY BE A POST OFFICE BOX)

2. The Florida document number of this limited liability company is: _____

M12000004410

3. Jurisdiction of its organization: Maryland

4. Date authorized to do business in Florida: August 6, 2012

SECTION II (5-9 complete only the applicable changes)

5. New name of the limited liability company: Waterford Park, LLC

(must contain "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "L.L.C." or "LLC.")

6. If amending the registered agent and/or registered officer address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: _____

New Registered Office Address: _____

Enter Florida Street Address

, Florida

City,

Zip Code

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(c), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input checked="" type="checkbox"/> Add
			<input checked="" type="checkbox"/> Remove
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9. Attached is a certificate, if required: no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

CRC Manager, LLC

Signature of the authorized representative

CRC Manager, LLC, by Gene C. Parker, Jr., President

Typed or printed name of signee

Filing Fee: \$25.00 |

ARTICLES OF MERGER

OF

CRS WATERFORD, LLC
a Maryland limited liability company

AND

PR WATERFORD, LLC,
a Maryland limited liability company

Date: July 28, 2017

CRS WATERFORD, LLC, a Maryland limited liability company ("CRS"),
and PR WATERFORD, LLC, a Maryland limited liability company ("PR"),
hereby certify as follows:

1. Merger. Each of CRS and PR have agreed to the merger of CRS with
and into PR (the "Merger").

2. Continuation of PR. PR was formed as a Maryland limited liability
company initially known as Park Raven Apartments, LLC pursuant to the Articles
of Organization filed on March 14, 2002 with the Maryland State Department of
Assessments and Taxation ("SDAT"). The name of PR was changed to PR
Waterford, LLC pursuant to that Amendment No. 1 to Articles of Organization
filed on August 1, 2012 with SDAT. The Articles of Organization of PR, as
amended, shall continue to be the Articles of Organization of PR and shall
continue in full force and effect. PR shall continue its existence. The principal
office of PR is in Baltimore County, Maryland at 1427 Clarkview Road, Suite 500,
Baltimore, Maryland 21209. PR does not own an interest in land in Maryland. PR
is authorized to transact business in the State of Florida. There is only one class of
membership interests in PR. Such class owns 100% of the membership interests in
PR.

EASTN1431587632

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STATE OF MARYLAND

I hereby certify that this is a true and correct copy of the

STATE DEPARTMENT OF

STATE DEPARTMENT OF

BY:

Johny Diggins

7/28/17

TAXATION

3. Termination of CRS. CRS was formed as a Maryland limited liability company pursuant to the Articles of Organization filed on August 1, 2012. The principal office of CRS is in Baltimore County, Maryland at 1427 Clarkview Road, Suite 500, Baltimore, Maryland 21209. CRS does not own an interest in land in Maryland. CRS is authorized to transact business in the State of Florida. There is only one class of membership interests in CRS. Such class owns 100% of the membership interests in CRS. CRS shall be terminated pursuant to these Articles of Merger.

4. Plan of Merger. The executed Plan of Merger between CRS and PR is on file at the principal place of business of PR. Each 1% Percentage Interest of a member of CRS shall be converted into a 0.262% Percentage Interest in PR. Each 1% Percentage Interest of a member of PR shall be converted into a 0.738% Percentage Interest in PR.

5. Approval. The Merger has been advised, authorized and approved by CRS pursuant to the Consent to Merger as required by its organizational documents and in accordance with the laws of the State of Maryland. The Merger has been advised, authorized and approved by PR pursuant to the Consent to Merger as required by its organizational documents and in accordance with the laws of the State of Maryland.

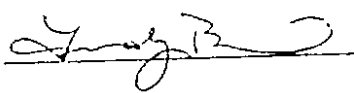
6. Effective Date. The effective date and time of the Merger shall be July 31, 2017.

7. Acknowledgment. These Articles of Merger are hereby signed for and on behalf of CRS by its Manager, who does hereby acknowledge that said Articles of Merger are the act of said limited liability company, and who does hereby state under the penalties for perjury that the matters and facts set forth therein with respect to authorization and approval of said merger are true in all material respects to the best of its knowledge, information, and belief. These Articles of Merger are hereby signed for and on behalf of PR by its Manager, who does hereby acknowledge that said Articles of Merger are the act of said limited liability company, and who does hereby state under the penalties for perjury that the matters and facts stated therein with respect to authorization and approval of said merger are true in all material respects to the best of its knowledge, information, and belief.

[signatures on the following page]

IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the undersigned as of the date first above written.

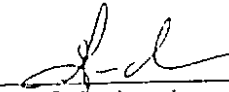
WITNESS:



CRS:

CRS WATERFORD, LLC

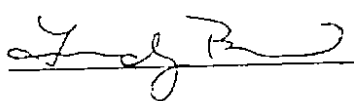
By: Continental Realty Investors
Corp.,
Manager

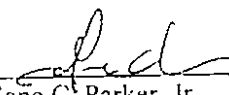
By: 
Name: Gene C. Parker, Jr.
Title: Vice President

PR:

PR WATERFORD, LLC

By: Continental Realty Investors
Corp.,
Manager



By: 
Name: Gene C. Parker, Jr.
Title: Vice President