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TALLAHASSEE, FLORIDA

D. BRUCE  
JUL 09 2010  
EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Hollywood Hills Development, Inc.  
Name of Surviving Party

Please return all correspondence concerning this matter to:

Matthew Harrod

Contact Person

Wood, Atter & Wolf, P.A.

Firm/Company

814 A1A North, Suite 202

Address

Ponte Vedra Beach, FL 32082

City, State and Zip Code

mharrod@woodatter.com

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

For further information concerning this matter, please call:

Matthew Harrod

Name of Contact Person

at ( 904 )

355-8888

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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### PLAN OF MERGER

THIS PLAN OF MERGER is hereby adopted on July 6, 2010, by HOLLYWOOD HILLS DEVELOPMENT, INC. ("Hollywood"), a Florida corporation, and MADISON/PERRY, PROPERTY, LLC ("MPP"), a Florida limited liability company, said entities being sometimes hereinafter collectively referred to as "the Constituent Entities."

WHEREAS, the Board of Directors of Hollywood and the Members of MPP deem it advisable that MPP (the "Disappearing Company") be merged into Hollywood (the "Surviving Entity") under the laws of the State of Florida in the manner provided therefor pursuant to Section 607.1108 of the statutes of the State of Florida;

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the Constituent Entities have agreed, and do hereby plan to merge upon the terms and conditions below stated.

1. *Agreement to merge.* The Constituent Entities hereby agree that the Disappearing Company shall be merged into the Surviving Entity.

2. *Name of merged entity.* The name of the Surviving Entity shall be "Hollywood Hills Development, Inc."

3. *Place of office of surviving entity.* The place in the State of Florida where the principal office of the Surviving Entity is to be located is the City of Ft. Lauderdale, County of Broward.

4. *Purpose of surviving entity.* The purpose of the Surviving Entity is to engage in any lawful act or activity for which corporations may be formed under statutes of the State of Florida.

5. *Interests in surviving entity.* The present number of ownership units which the Surviving Entity is authorized to have outstanding is five thousand (5000), all of which are identical units and each of which represents the ownership of that percentage of the total units outstanding at any time as is the equivalent of the fraction in which one (1) is the numerator and the total units outstanding is the denominator. There are currently one hundred (100) ownership units outstanding.

6. *Name and resident agent.* Simon Buhadana, of 3325 Griffin Rd., #195, in the City of Ft. Lauderdale, Broward County, State of Florida, a natural person and resident of said county, being the county in which the principal office of said Hollywood Hills Development, Inc. is to be located, shall be, and is hereby, appointed as the person on whom process, tax notices and demands against said limited liability company, or either of the said Constituent Entities, may be served.

7. *Mode of effecting merger.* The mode of carrying said merger into effect, and the manner and basis for converting the shares of the Disappearing Company into ownership units of the Surviving Entity, shall be as follows:

Each member of the Disappearing Company shall surrender his certificate or certificates to the Surviving Entity during the period beginning on July 1, 2010, and ending on July 6, 2010. Upon surrender to the Surviving Entity of the respective ownership units of the Disappearing Company, there shall be issued to the respective holders thereof, in substitution therefor, certificates for fully paid shares of the Surviving Entity, in the ratio of one (1) stock in the Surviving Entity received for each such ownership unit of the Disappearing Company, being a total issue of one hundred (100) shares of the Surviving Entity for the entire one hundred (100) ownership units now issued and outstanding of the Disappearing Company.

8. *Reporting of assets at book value in accounts of surviving entity; pooling of interests.* The assets of the Disappearing Company shall be reported in the accounts of the Surviving Entity at their book value as of the effective date of the merger. The aggregate stated capital, capital surplus and earned surplus of the Constituent Entities shall be, respectively, the stated capital, capital surplus and earned surplus of the Surviving Entity.

9. *Articles of organization.* There shall be no changes or amendments to the Surviving Entity's Articles of Organization as a result of this Plan of Merger.

10. *Operating agreement.* The Operating Agreement of Hollywood shall be the Operating Agreement of the Surviving Entity.

11. *Effective date of plan.* This Plan shall become effective on the later of: (A) July 6, 2010; or (B) the effective date of the filing of the Articles of Merger with the office of the Secretary of State of Florida. The term "effective date," wherever used in this Agreement, shall mean such date. A copy of the Articles of Merger is attached hereto as Exhibit A and is made a part hereof.

EFFECTIVE DATE

7/7/10

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ALLIANCE, FLORIDA

12. *Right to abandon merger.* The Members of the Disappearing Company and the Board of Directors of the Surviving Entity shall each have the power, in their discretion, to abandon the merger provided for herein prior to the filing of the Articles of Merger with the Office of the Secretary of State of Florida.

IN WITNESS WHEREOF, the Constituent Entities have caused their respective names to be signed hereto by the president and secretary, thereunto duly authorized by the Members of the Disappearing Company and by the Board of Directors and shareholders of the Surviving Entity.

HOLLYWOOD HILLS DEVELOPMENT, INC.:

By: 

Shimon Buhadana, President and Secretary

MADISON/PERRY, PROPERTY LLC

By: 

Shimon Buhadana, Member

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TALLAHASSEE, FLORIDA

**EXHIBIT A**

**ARTICLES OF MERGER OF HOLLYWOOD HILLS DEVELOPMENT, INC. AND MADISON/PERRY, PROPERTY, LLC**

The undersigned, desiring to merge a limited liability company into a corporation under and pursuant to Section 607.1108 of the Statutes of the State of Florida, do hereby certify as follows:

1. *Name and jurisdiction.* The merging business entities are Hollywood Hills Development, Inc., a corporation organized and existing under the laws of the State of Florida, and MADISON/PERRY, PROPERTY, LLC, a limited liability company organized and existing under the laws of the State of Florida.

2. *Plan of merger.* A Plan of Merger has been approved and executed by both of the merging entities.

3. *Surviving business entity.* The name of the surviving business entity shall be "Hollywood Hills Development, Inc."

4. *Effective date.* The merger shall be effective upon the later of July 6, 2010, or the effective date of the filing of these Articles of Merger with the Florida Secretary of State.

5. *Place of business.* The Plan of Merger is on file at the principal place of business of the surviving entity, located at 3325 Griffin Rd., #195, in the City of Ft. Lauderdale, Broward County, State of Florida.

6. *Copy of plan of merger.* A copy of the Plan of Merger will be furnished by the surviving entity, on request and without cost, to any person holding an interest in either of the merging entities.

IN WITNESS WHEREOF, we have hereunto subscribed our names on July 6, 2010.

HOLLYWOOD HILLS DEVELOPMENT, INC.:

By: 

Shimon Buhadana, President and Secretary

MADISON/PERRY, PROPERTY LLC

By: 

Shimon Buhadana, Member

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