

P14000019706

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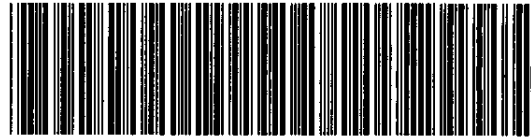
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C. LEWIS

JUN 23 2014

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: HA-LEN PARK HILL HOLDINGS, INC.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

SUSANA IBANEZ

Contact Person

GUTTER CHAVES JOSEPH R. RUBIN FORMAN FLEISHER MILLER, P.A.

Firm/Company

2101 N.W. CORPORATE BLVD., STE. 107

Address

BOCA RATON, FLORIDA 33431

City/State and Zip Code

sibanez@floridatax.com

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

For further information concerning this matter, please call:

Susana Ibanez

Name of Contact Person

At (561)

998-7847

Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

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

MAILING ADDRESS:

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

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**ARTICLES
AND PLAN OF MERGER**

These Articles and Plan of Merger made and entered into this 2nd day of JUNE, 2014, by and between the following corporations (hereinafter collectively referred to as the "Constituent Corporations"):

P14000019706
HA-LEN PARK HILL HOLDINGS, INC., a Florida corporation (the "Surviving Corporation"); and

HA-LEN PARK HILL HOLDINGS, INC., a California corporation ("Merged Corporation").

BACKGROUND

A. The Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on March 3, 2014, and having an authorized capital stock of 1,000 shares of voting common stock having a par value of \$1.00 per share, and 1,000 shares of non-voting common stock having a par value of \$1.00 per share, of which 50 shares of voting common stock and 500 shares of non-voting common stock, are all the shares issued and outstanding.

B. Merged Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on July 13, 2004, and having an authorized capital stock of 1,000 shares of voting common stock having a par value of \$1.00 per share, and 1,000 shares of non-voting common stock having a par value of \$1.00 per share, of which 50 shares of voting common stock and 500 shares of non-voting common stock, are all the shares issued and outstanding.

C. The Board of Directors of the Constituent Corporations have by resolution established that it is advisable for the general welfare and advantage of each of the Constituent Corporations, including the reduction of costs, expenses and state income taxes, that they merge into a single corporation which shall not be a new corporation, but shall be the Surviving Corporation, whose corporate existence as a corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger.

This document prepared by:
Robert A. Chaves, Esq.
Florida Bar No. 283525
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NOW, THEREFORE, in consideration of the premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the President of each of the Constituent Corporations in accordance with the provisions of the Florida General Corporations Act, hereby execute these Articles and Plan of Merger for the purposes of complying with said Act.

1. This Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

2. The names of the corporations that are parties to the Merger are as follows:

- a) HA-LEN PARK HILL HOLDINGS, INC.; and
- b) HA-LEN PARK HILL HOLDINGS, INC.

3. The surviving corporation shall be HA-LEN PARK HILL HOLDINGS, INC.

4. The undersigned hereby certify that this Plan was unanimously adopted by the Board of Directors of each of the Constituent Corporations on the 2ND day of JUNE, 2014, and was unanimously approved by the shareholders of all the issued and outstanding shares of each of the Constituent Corporations on the same date. For each of the Constituent Corporations, only one voting group was entitled to vote and the number of votes cast in favor of this Plan was sufficient for approval by each voting group.

5. As the shareholders and their stock ownership of each of the Constituent Corporations are the same, the manner of converting or otherwise dealing with the stock of the Constituent Corporations upon the Merger becoming effective shall be that:

- a) each current shareholder of the Surviving Corporation holding voting common stock and non-voting common stock shall retain all of the common shares of the Surviving Corporation held by such shareholder; and
- b) each share of voting common stock and non-voting common stock of Merged Corporation shall be cancelled.

6. The Merger will not effect any change in the Articles of Incorporation of the Surviving Corporation.

8. The Officers and Directors of the Surviving Corporation in office at the time the Merger becomes effective shall be and remain the Officers and Directors of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified.

9. The shareholders of the Constituent Corporations dissenting from the Merger, if any, are entitled, if they qualify and otherwise comply with the provisions of Florida Statutes Chapter 607, to be paid the fair value of their shares.

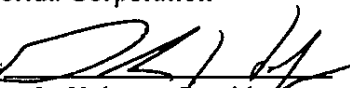
10. On the Effective Date, as provided by the laws of the State of Florida, the separate existence of the Merged Corporation shall cease and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

11. Upon the Merger becoming effective, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in actions, and all and every other interest of or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this Merger.


12. The Surviving Corporation shall, after the Effective Date of the Merger, henceforth be responsible and liable for all the liabilities and obligations of the Merged Corporation; and, any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this Merger.

IN WITNESS WHEREOF, these Articles and Plan of Merger have been executed and acknowledged by the President of each of the Constituent Corporations.

HA-LEN PARK HILL HOLDINGS, INC.,
a Florida Corporation

By: 
Glenn L. Halpryn, President

HA-LEN PARK HILL HOLDINGS, INC.,
a California Corporation

By: 
Glenn L. Halpryn, President

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