

Division of Corporations

Page 1 of 2

**Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet**

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H14000292123 3)))



H140002921233ABCY

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

Merger
JAN 02 2015
R. WHITE

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : COHEN, CHASE, HOFFMAN & SCHIMMEL, P.A.
Account Number : 102450002676
Phone : (305) 670-0201
Fax Number : (305) 670-6152

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: NancyUngar@HHHCompanies.com

**MERGER OR SHARE EXCHANGE
HHH RUTGERS LP, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$113.75

RECEIVED

14 DEC 31 PM 10:01

14 DEC 31 PM 10:01

14 DEC 31 PM 12:17

FILED

[Electronic Filing Menu](#) [Corporate Filing Menu](#)

[Help](#)

FILED

14 DEC 31 PM 12:17

H14000292123

ARTICLES OF MERGER OF
G.P. RUTGERS, INC.,
AND
G.P. RUTGERS II, INC.,
WITH AND INTO
HHH RUTGERS LP, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

FIRST: The exact name, jurisdiction, and document number for the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
HHH Rutgers LP, Inc.	Florida	P97000107074

SECOND: The exact name, jurisdiction, and document number for each merging corporation that is not the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
G.P. Rutgers, Inc.	Florida	P92000008074
G.P. Rutgers II, Inc.	Florida	P97000102288

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective as of December 31, 2014.

FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on December 1, 2014.

SIXTH: The Plan of Merger was adopted by the shareholders of the merging corporations on December 1, 2014.

SEVENTH: The Articles of Incorporation of the surviving corporation shall remain in effect and amended as follows:

H14000292123

4986/00002193; 1

H14000292123

ARTICLE I - NAME shall be amended to read:

The name of the corporation is HHH Rutgers Plaza, Inc.

The undersigned have executed these Articles of Merger as of December 30, 2014.

G.P. RUTGERS, INC., a Florida
corporation

By: 

Harry H. Hahamovitch, President and
Secretary

G.P. RUTGERS II, INC., a Florida
corporation

By: 

Harry H. Hahamovitch, President and
Secretary

HHH RUTGERS LP, INC., a Florida
corporation

By: 

Harry H. Hahamovitch, President and
Secretary

H14000292123

-2-

4988/8400032193, 1

H14000292123

PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The exact name and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>
HHH Rutgers LP, Inc.	Florida

SECOND: The exact name and jurisdiction of each merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>
G.P. Rutgers, Inc.	Florida
G.P. Rutgers II, Inc.	Florida
HHH Rutgers LP, Inc.	Florida

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

On December 31, 2014 (the "Effective Date"), G.P. Rutgers, Inc., and G.P. Rutgers II, Inc., shall be merged with and into HHH Rutgers LP, Inc., with the effect provided by Florida Statutes, the separate existence of G.P. Rutgers, Inc., and G.P. Rutgers II, Inc., shall cease, and HHH Rutgers LP, Inc., as the surviving entity, shall continue to exist by virtue of, and shall continue to be governed by, the laws of the State of Florida, under the Articles of Incorporation and By-Laws of HHH Rutgers LP, Inc., as they exist on the Effective Date. Effective with the filing of the Articles of Merger, HHH Rutgers LP, Inc., shall change its name to HHH Rutgers Plaza, Inc.

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

The shareholders, and the shares owned, of G.P. Rutgers, Inc., G.P. Rutgers II, Inc., and HHH Rutgers LP, Inc., are identical. In exchange for their shares of stock in G.P. Rutgers, Inc., and G.P. Rutgers II, Inc., the shareholders of G.P. Rutgers, Inc., and G.P. Rutgers II, Inc., shall receive no additional compensation.

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

N/A

H14000292123

4912/000032192, 1