

L11000114663

Florida Department of State
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**MERGER OR SHARE EXCHANGE
18555 DEVELOPERS LLC**

Certificate of Status	0
Certified Copy	1
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\$80.00

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EXAMINER

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**ARTICLES OF MERGER
OF**

GILCO REALTY, L.C.

(TERMINATING DOMESTIC LIMITED LIABILITY COMPANY)

AND

1855 DEVELOPERS LLC

(SURVIVING DOMESTIC LIMITED LIABILITY COMPANY)

The following articles of merger are being submitted in accordance with section(s) 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of the merging company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
GILCO REALTY, L.C. 18001 Collins Avenue 31 st Floor Sunny Isles Beach, Florida 33160	Florida	profit limited liability company
Florida Document/Registration Number: L01000003258 EIN: 80-0030727		

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each surviving company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1855 DEVELOPERS LLC 18001 Collins Avenue 31 st Floor Sunny Isles Beach, Florida 33160	Florida	profit limited liability company
Florida Document/Registration Number: L11000114663 EIN: 45-3950473		

THIRD: The Plan of Merger meets the requirements of section(s) 608.438, Florida Statutes, and was approved by each domestic and foreign limited liability

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company that is a party to the merger in accordance with Chapter(s) 608, Florida Statutes and is attached hereto and made a part hereof.

FOURTH: Adoption of Merger by the Surviving Company:

The Plan of Merger was adopted by the members of the surviving company on October 31st, 2012.

FIFTH: The attached Plan of Merger was approved by the other business entities that are party to the merger in accordance with the respective laws of all applicable jurisdictions.

SIXTH: Adoption of Merger by the Merging Company:

The Plan of Merger was adopted by the members of the merging company on October 31st, 2012.

SEVENTH: SIGNATURE(S):

Dated: October 31st, 2012.

GILCO REALTY, L.C.,
a Florida limited liability company

By: [Signature]
Gil Dezer, Manager

18555 DEVELOPERS LLC,
a Florida limited liability company

By: [Signature]
Leslie Salmon, Manager

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PLAN OF MERGER

The following **PLAN OF MERGER** is submitted in compliance with Florida Statute(s) 608.4382, and in accordance with the laws of any other applicable jurisdiction.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of the merging company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
GILCO REALTY, L.C. 18001 Collins Avenue 31 st Floor Sunny Isles Beach, Florida 33160	Florida	profit limited liability company
Florida Document/Registration Number: <i>L01000003258</i>		EIN: 80-0030727

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each surviving company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
18555 DEVELOPERS LLC 18001 Collins Avenue 31 st Floor Sunny Isles Beach, Florida 33160	Florida	profit limited liability company
Florida Document/Registration Number: <i>L11000114663</i>		EIN: 45-3950473

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

1. The Articles of Organization of the surviving company at the effective time and date of the merger shall be the Articles of Organization of said surviving company and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

2. The present regulations of the surviving company will be the regulations of said surviving company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

3. The managers of the surviving company at the effective time and date of the merger shall be the managers of the surviving company, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the regulations of the surviving company.

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4. All liabilities of the merging company shall become the responsibility of the surviving company.

5. Pursuant to the provisions of the Florida Limited Liability Company Act, the merging company shall be merged with and into a single company, which shall be the surviving company and which shall continue to exist as said surviving company under its present name pursuant to the provisions of the Florida Limited Liability Company Act. The separate existence of the merging company shall cease at said effective time in accordance with the provisions of the Florida Limited Liability Company Act.

FOURTH: The manner and basis of converting the interests of each company into interests, obligations, or other securities of the surviving company, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire interests of each company into rights to acquire interests, obligations or other securities of the surviving or any other company, or, in whole or in part, into cash or other property are as follows:

Each issued membership interest of the merging (terminating) company shall, at the effective time of the merger, be cancelled. The issued shares of the surviving company shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving company. As a result of the merger, a holder of the merging (terminating) company shall receive a membership interest in the surviving company.

FIFTH: The effective date of this Plan and Agreement of Merger shall become effective as of date the Articles of Merger are filed with the Florida Department of State.

SIXTH: The names and addresses of the managers/managing member of the surviving company are as follows:

Gil Dezer
18001 Collins Avenue
31st Floor
Sunny Isles Beach, FL 33160

Leslie Salmon
18001 Collins Avenue
31st Floor
Sunny Isles Beach, FL 33160

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Dated: October 31st, 2012.

GILCO REALTY, L.C.,
a Florida limited liability company

By: 
Gil Dezer, Manager

18555 DEVELOPERS LLC,
a Florida limited liability company

By: 
Leslie Salmon, Manager

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