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DIVISION OF CORPORATIONS
18 JUL 13 PM 12:23

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COVER LETTER.

TO: Amendment Section
Division of Corporations

SUBJECT: Legacy 532, LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Frederick N. Widen

Contact Person

Ulmer & Berne, LLP

Firm/Company

1660 W. 2nd Street, Suite 1100

Address

Cleveland, Ohio 44113

City, State and Zip Code

fwwiden@ulmer.com

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

For further information concerning this matter, please call:

Frederick N. Widen at (216) 583-7340

Name of Contact Person

Area Code

Daytime Telephone Number

Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

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

CR2E080 (2/14)

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DIVISION OF CORPORATIONS
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**Articles of Merger
For
Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Legacy Callawalk Land Holdings, LLC	Florida	Limited liability company <u>LIB - 201042</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Legacy 532, LLC	Florida	Limited liability company <u>LIB - 69466</u>

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

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FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)


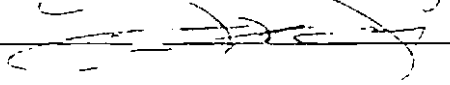
- This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Legacy Callawalk Land Holdings, LLC		Larry Goldberg, Manager
Legacy 532, LLC		Larry Goldberg, Manager

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

Fees:	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	Certified Copy (optional):	\$30.00

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated as of July 11, 2018 (“Agreement”), is made by and between **LEGACY CALLAWALK LAND HOLDINGS, LLC**, an Florida limited liability company (“Land Holdings”), and **LEGACY 532, LLC**, a Florida limited liability company (“Legacy 532”), **CALLAWALK LAND HOLDINGS, LLC**, an Ohio limited liability company (“Callawalk”), and **D.G.G.G. REALTY INVESTMENT GROUP, LLC**, an Ohio limited liability company (“D.G.G.G.”). Land Holdings and Legacy 532 are sometimes referred to herein collectively as the “Constituent Entities.”

RECITALS

A. Land Holdings (Florida Document Number L15000201042) is a Florida limited liability company organized and existing under the laws of the State of Florida.

B. Legacy 532 (Florida Document Number L16000069466) is a Florida limited liability company organized and existing under the laws of the State of Florida.

C. By executing this Agreement, Callawalk as the sole member of Land Holdings and D.G.G.G. as the sole member of Legacy 532 have approved the merger of Land Holdings with and into Legacy 532 under the provisions of the Florida Statutes, and have approved this Plan.

NOW, THEREFORE, in accordance with the laws of the State of Florida, Land Holdings and Legacy 532 hereby agree that:

ARTICLE 1: MERGER

Subject to the conditions hereinafter set forth, Land Holdings shall be and hereby is merged with and into Legacy 532, and Legacy 532 shall be the surviving limited liability company formed under the laws of the State of Florida to be known as Legacy Callawalk Land Holdings, LLC (hereinafter sometimes called the “Surviving Entity”), upon the terms and conditions hereinafter set forth.

ARTICLE 2: NAME

The name of the Surviving Entity shall be Legacy Callawalk Land Holdings, LLC.

ARTICLE 3: STATUTORY AGENT

Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301 shall continue to be the statutory agent upon whom any process, notice or demand against the Surviving Entity may be served, and upon whom any process, notice or demand against either of the Constituent Entities may be served. The foregoing address is the address of the Surviving Entity’s registered office in Florida.

ARTICLE 4: ARTICLES OF ORGANIZATION

The Articles of Organization of Legacy 532 immediately prior to the effective date of the merger shall be the Articles of Organization of the Surviving Entity.

ARTICLE 5: TERMS OF MERGER

On the effective date of the merger, the outstanding membership interests owned by the members of Legacy 532 shall be the same as the ownership of the outstanding membership interests of the Surviving Entity immediately before the effective date of the merger.

The membership interest of Land Holdings issued and outstanding immediately before the effectiveness of the merger shall, by virtue of the merger and without any action on the part of the holder thereof, automatically be cancelled and no consideration shall be delivered or paid in exchange thereof.

ARTICLE 6: EFFECT OF MERGER

Florida law shall govern the merger and the Surviving Entity after the effective date of the merger.

ARTICLE 7: EFFECTIVE TIME, CERTIFICATE OF MERGER

A duly executed Certificate of Merger pursuant to the applicable provisions of Florida law shall be filed with the office of the Secretary of State of Florida. The Constituent Entities shall effect the merger provided for by this Agreement as of the date of filing with the Florida Secretary of State, which shall be the "Effective Time" of the merger.

At any time prior to the Effective Time, this Plan may, to the extent permitted by the Florida Statutes, be supplemented, amended, or terminated by the manager of Holdings.

ARTICLE 8: SURVIVING ENTITY

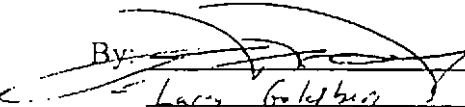
Upon the Effective Time, the separate existence of Land Holdings shall cease and Land Holdings shall be merged into the Surviving Entity in accordance with this Plan. In furtherance of the above:

A. The Surviving Entity shall be possessed of all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as a private nature, of each of the Constituent Entities, and all obligations belonging to or due to each of the Constituent Entities, all of which shall be vested in the Surviving Entity without further act or deed. Title to any real estate or any interest therein vested in any Constituent Entity shall not revert or in any way be impaired by reason of the merger herein provided. The Surviving Entity shall be liable for all of the obligations of each Constituent Entity.

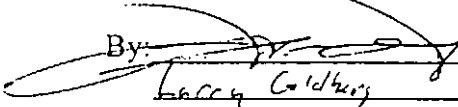
B. All rights of creditors of each Constituent Entity are preserved unimpaired. All liens upon the property of any Constituent Entity are preserved unimpaired, solely on the property affected by such liens immediately prior to the Effective Time.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed as of the date first set forth above.

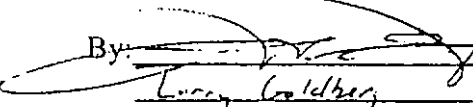
LEGACY CALLAWALK LAND HOLDINGS, LLC

By:  _____, Manager
Larry Goldberg

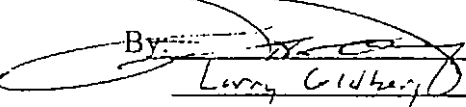
LEGACY 532, LLC

By:  _____, Manager
Larry Goldberg

CALLAWALK LAND HOLDINGS, LLC

By:  _____, Manager
Larry Goldberg

D.G.G.G. REALTY INVESTMENT GROUP, LLC

By:  _____, Manager
Larry Goldberg