

L17000255725

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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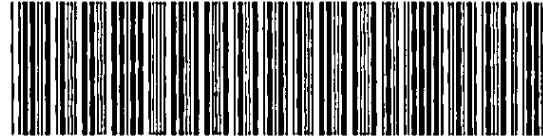
(Business Entity Name)

(Document Number)

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JAN 05 2018

*Merger*

FILED  
17 DEC 29 PM 3:10  
CLERK OF COURT  
CLERK'S OFFICE

**JOSE M. TORRES**  
**Fourshore Capital, LLC**

901 Ponce de Leon Blvd., Suite 402, Coral Gables, FL 33134  
786.535.4611 direct line  
787.298.0000 mobile



December 27<sup>th</sup>, 2017

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

**RE: INDEX OF ARTICLES OF MERGER, PLANS OF MERGER, COVER LETTERS,  
AND FILING FEES.**

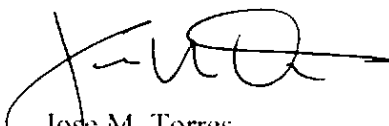
To whom it may concern:

I trust this letter finds you well. Attached please find the following documents and filing fees applicable to the mergers of the companies listed below.

	Entity Name	Documents Filed	Enclosed Filing Fee
1	190 Edgewater Drive LLC	Articles of Merger   Plan of Merger & Cover Letter	50.00
2	JOMA III Partners LLP	Articles of Merger   Plan of Merger & Cover Letter	50.00
3	JOMA IV Partners LLP	Articles of Merger   Plan of Merger & Cover Letter	50.00
4	MCF Land Holdings LLP	Articles of Merger   Plan of Merger & Cover Letter	50.00
5	Pavilo GD LLC	Articles of Merger   Plan of Merger & Cover Letter	50.00
6	Pontevedra Holdings LLC	Articles of Merger   Plan of Merger & Cover Letter	50.00
7	Wauchula Farms LLC	Articles of Merger   Plan of Merger & Cover Letter	50.00
8	Pavilo CR Land PM LLC	Articles of Merger   Plan of Merger & Cover Letter	50.00
9	Pavilo Orchid Land LLC	Articles of Merger   Plan of Merger & Cover Letter	50.00
10	Pavilo CR Land LLC	Articles of Merger   Plan of Merger & Cover Letter	50.00
11	Pavilo CC Corporation	Articles of Merger   Plan of Merger & Cover Letter	70.00
		<b>Total Fees Enclosed</b>	<b>\$ 570.00</b>

Please contact me at your convenience if you have any further questions or if you would like to discuss any related matter.

Sincerely,

  
Jose M. Torres  
Authorized Representative

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Pavilo Land Holdings, 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:

Jose M. Torres

\_\_\_\_\_  
Contact Person

Fourshore Capital, LLC

\_\_\_\_\_  
Firm/Company

901 Ponce de Leon Blvd., Ste. 402

\_\_\_\_\_  
Address

Coral Gables, FL 33134

\_\_\_\_\_  
City, State and Zip Code

jmtorres@fourshorecapital.com

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

For further information concerning this matter, please call:

Jose M. Torres

at ( 786 ) 535-4611

\_\_\_\_\_  
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

ARTICLES OF MERGER

OF

190 EDGEWATER DRIVE, LLC  
a Florida limited liability company

WITH AND INTO

PAVILO LAND HOLDINGS, LLC  
a Florida limited liability company

December 22, 2017

FILED  
17 DEC 29 PM 3:10  
CLERK OF DISTRICT COURT  
HALL COUNTY FLORIDA

The following articles of merger (the "**Articles of Merger**") of 190 EDGEWATER DRIVE, LLC, a Florida limited liability company and PAVILO LAND HOLDINGS, LLC, a Florida limited liability company have been duly adopted and submitted in accordance with Section 605.1025, Florida Statutes.

**FIRST: THE MERGING COMPANY**

The exact name, form/entity type, and jurisdiction for the **merging** party (the "**Merging Company**") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
190 EDGEWATER DRIVE, LLC	Florida	Limited Liability Company <u>L16000106746</u>

**SECOND: THE SURVIVING COMPANY**

The exact name, form/entity type, and jurisdiction of the **surviving** party (the "**Surviving Company**") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PAVILO LAND HOLDINGS, LLC	Florida	Limited Liability Company <u>L17000255725</u>

**THIRD:** The Plan of Merger by and between the Merging Company and the Surviving Company attached hereto as Exhibit A meets the requirements of Section 605.1022 of the Act and was approved by each domestic merging entity that is a limited liability company in accordance with Sections 605.1021-605.1026 of the Act; and by each member of such limited liability company who as a result of the merger will have interest holder liability under Section 605.1023(1)(b) of the Act.

**FOURTH:** The Surviving Company existed before the merger and is a domestic filing entity and there is no amendment to its public organic record.

**FIFTH:** The Surviving Company agrees to pay any members with appraisal rights the amount to which members are entitled under Sections 605.1006 and 605.1061-605.1072 of the Act.

**SIXTH:** The merger of the Merging Company and the Surviving Company is to become effective on December 31, 2017 (the "**Effective Time**"). At the Effective Time of the merger, the Merging Company shall be merged with and into the Surviving Company, with the Surviving Company surviving.

*[Signature page follows]*

**IN WITNESS WHEREOF**, duly authorized persons of each party hereto have executed and delivered these Articles of Merger as of date first written above.

**SURVIVING COMPANY:**

**PAVILO LAND HOLDINGS, LLC**  
**a Florida limited liability company**

By: 

Name: Jose A. Costa, III

Title: Manager

**MERGING COMPANY:**

**190 EDGEWATER DRIVE, LLC,**  
**a Florida limited liability company**

By: 

Name: Margarita Costa Suarez

Title: Manager

**Exhibit A**

**Plan of Merger**

**[See attached]**

**PLAN OF MERGER**

**OF**

**190 EDGEWATER DRIVE, LLC**  
a Florida limited liability company

**WITH AND INTO**

**PAVILO LAND HOLDINGS, LLC**  
a Florida limited liability company

**December 22, 2017**

The following plan of merger (the "**Plan of Merger**") has been adopted and approved on December 22, 2017 by the parties hereto in compliance with the Florida Revised Limited Liability Company Act (the "**Act**").

**FIRST:** The exact name and jurisdiction of the surviving company (the "**Surviving Company**") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PAVILO LAND HOLDINGS, LLC	Florida	Limited Liability Company

**SECOND:** The exact name and jurisdiction of the merging company (the "**Merging Company**") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
190 EDGEWATER DRIVE, LLC	Florida	Limited Liability Company

**THIRD: THE MERGER**

1. Merger. The merger of the Merging Company with and into the Surviving Company (the "**Merger**") shall become effective on December 31, 2017 (the "**Effective Time**"). At the Effective Time, the Merging Company shall be merged with and into the Surviving Company, the separate limited liability company existence of the Merging Company shall cease, and the Surviving Company shall continue as the surviving Company under the laws of the State of Florida. From and after the Effective Time, the Merger shall have the effects set forth in the Act, including Section 605.1026 of the Act. Without limiting the generality of the foregoing, at the Effective Time, the title to all real estate and other property, or any interest therein, owned by the Surviving Company and the Merging Company shall vest in the Surviving Company without reversion or impairment, and the Surviving Company shall thenceforth be responsible for all the liabilities and obligations of the Surviving Company and the Merging Company.

2. Articles of Organization. At the Effective Time and without any further action on the part of the Surviving Company or the Merging Company, the articles of organization of the Surviving Company, as in effect immediately prior to the Effective Time, shall be the articles of organization of the Surviving Company as of the Effective Time.



3. Operating Agreement. At the Effective Time and without any further action on the part of the Surviving Company or the Merging Company, the operating agreement of the Surviving Company, as in effect immediately prior to the Effective Time, shall be the operating agreement of the Surviving Company as of the Effective Time.

4. Management. At the Effective Time, the Surviving Company shall be managed in accordance with the terms of its operating agreement as in effect as of the Effective Time.

5. Managers and Officers. At the Effective Time, the managers and officers of the Surviving Company immediately prior to the Effective Time shall be the managers and officers of the Surviving Company, and each of such officers shall hold office subject to the applicable provisions of the articles of organization and operating agreement of the Surviving Company.

6. Membership Interests. Immediately prior to the Effective Time, Surviving Company is the sole member of Merging Company and owns all membership interests of the Merging Company. At the Effective Time, by virtue of the Merger and without any further action on the part of the Surviving Company or the Merging Company,

(i) all membership interests of the Surviving Company issued and outstanding immediately prior to the Effective Time shall remain outstanding without any change thereto; and

(ii) all membership interests of the Merging Company issued and outstanding immediately prior to the Effective Time shall automatically cease to be outstanding and shall automatically be canceled without payment of any separate consideration with respect thereto.

#### **FOURTH: GOVERNING LAW**

The Plan of Merger shall be construed in accordance with Florida law.