

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 12/16/2020

****WALK**

ENTITY NAME HILLCREST-BY-THE-SEA ASSOCIATES, INC.

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE' / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$70.00

ACCOUNT #: I20160000072

Please call Tina at the above number for any issues or concerns. Thank you so much!

ARTICLES OF MERGER
 OF
 HILLCREST-BY-THE-SEA ASSOCIATES, INC.,
 a Florida not-for-profit corporation
 INTO
 HILLCREST-BY-THE-SEA ASSOCIATES, INC.,
 a Delaware non-stock corporation

Pursuant to s. 617.1105, Florida Statutes, HILLCREST-BY-THE-SEA ASSOCIATES, INC., a Florida not-for-profit corporation (the "*Merging Corporation*"), and HILLCREST-BY-THE-SEA ASSOCIATES, INC., a Delaware non-stock corporation (the "*Surviving Corporation*"), hereby adopt the following Articles of Merger:

FIRST: The name and jurisdiction of the Surviving Corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Hillcrest-By-The-Sea Associates, Inc.	Delaware	non-stock corporation

SECOND: The name and jurisdiction of the Merging Corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Hillcrest-By-The-Sea Associates, Inc.	Florida	not-for-profit corporation

2020 DEC 16 11:11 AM

THIRD: The Plan of Merger dated December 16, 2020, attached hereto as Exhibit "A" (the "*Plan of Merger*"), was approved and adopted by written consent of the Board of Directors of the Surviving Corporation on December 16, 2020, in which case constitutes all necessary votes to approve the Plan of Merger in accordance with the applicable provisions of Chapter 617, Florida Statutes. There are no members or members entitled to vote on the Plan of Merger.

FOURTH: The Plan of Merger was approved and adopted by written consent of the Board of Directors of the Merging Corporation on December 16, 2020, in which case constitutes all necessary votes to approve the Plan of Merger in accordance with the applicable provisions of Chapter 617, Florida Statutes. There are no members or members entitled to vote on the Plan of Merger.

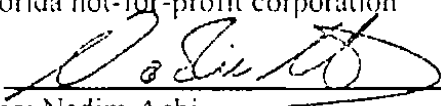
FIFTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

[signature page follows]

Dated this 16th day of December, 2020.

Merging Corporation:

Hillcrest-By-The-Sea Associates, Inc.
a Florida not-for-profit corporation

By: 
Name: Nadim Ashi
Title: President

Surviving Corporation:

Hillcrest-By-The-Sea Associates, Inc.,
a Delaware non-stock corporation

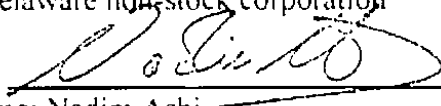
By: 
Name: Nadim Ashi
Title: President

Exhibit "A"
Plan of Merger

MAIDOC'S 214118671

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "*Agreement*") is made and entered into as of the 16th day of December 2020, by and between:

HILLCREST-BY-THE-SEA ASSOCIATES, INC., a Florida not-for-profit corporation (the "*Merging Corporation*"); and

HILLCREST-BY-THE-SEA ASSOCIATES, INC., a Delaware non-stock corporation (the "*Surviving Corporation*", and together with the Merging Corporation, the "*Constituent Corporations*").

WITNESSETH:

WHEREAS, the Merging Corporation is a Florida not-for-profit corporation;

WHEREAS, the Surviving Corporation is a Delaware non-stock corporation;

WHEREAS, the Merging Corporation believes that it is in its best interests to merge into a Delaware non-stock corporation;

WHEREAS, the Merging Corporation has determined that such transaction can be most efficiently achieved by the merger of the Merging Corporation with and into the Surviving Corporation (the "*Merger*") resulting in the Surviving Corporation owning all of the assets presently owned by the Merging Corporation and assuming all of the Merging Corporation's liabilities; and

WHEREAS, the board of directors (the "*Board*") of the Merging Corporation, and the Board of the Surviving Corporation has each duly approved the Merger as provided for in this Agreement and authorized the Constituent Corporations to enter into this Agreement.

NOW, THEREFORE, in consideration of these premises and of the mutual agreements herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Merger. The Merging Corporation shall be merged with and into the Surviving Corporation in accordance with the terms and conditions of this Agreement and the provisions of Sections 617.1105 and 617.1107 of the Florida Not For Profit Corporation Act (the "*Florida Act*") and Sections 252 and 256 of the Delaware General Corporation Law (the "*Delaware Act*").

2. Effective Date. The Merger shall become effective on the date that the Articles of Merger are filed under the Florida Act and the Certificate of Merger is filed under the Delaware Act ("*Effective Date*").

3. Effect of Merger. Upon the Effective Date: (a) the Merging Corporation and the Surviving Corporation shall become a single corporation, and the separate corporate existence of the Merging Corporation shall cease, (b) the Surviving Corporation shall succeed to and possess all of the rights, privileges, powers, immunities, assets, properties, business, patents, trademarks,

and goodwill of the Merging Corporation, of every type and description wherever located, all of which shall vest in the Surviving Corporation without further act or deed, (c) all rights of creditors and all liens upon any property of the Constituent Corporations shall remain unimpaired, and (d) the Surviving Corporation shall succeed to and assume the obligations of the Merging Corporation.

4. Certificate of Incorporation of Surviving Corporation. Upon the Effective Date, the Certificate of Incorporation of the Surviving Corporation shall be its Certificate of Incorporation.

5. By-Laws. The By-Laws of the Merging Corporation shall cease, and the Board of the Surviving Corporation shall adopt new By-Laws after the Merger.

6. Directors and Officers of Constituent Corporations. From and after the Effective Date, the directors and officers of the Merging Corporation shall continue as the directors and officers of the Surviving Corporation and they shall possess all of the same rights, privileges and powers as they possessed in the Merging Corporation, until such time as duly modified and amended. The directors and officers of the Surviving Corporation shall be:

Nadim Ashi:	Director, President, Secretary and Treasurer
Ramzi Achi:	Director
Michael Conaghan:	Director

7. Signed Agreement. A copy of the signed Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

9165 Collins Avenue
Surfside, FL 33154

A copy of the signed Agreement will be furnished by the Surviving Corporation to any director or officer of the Merging Corporation on request and without cost.

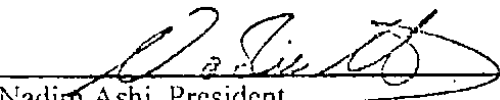
8. Supplemental Action. If any time after the Effective Date, the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Agreement, the appropriate officers of the Surviving Corporation or the Merging Corporation, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to carry out the provisions of this Agreement.

9. Termination. At any time before the Effective Date, this Agreement may be terminated and the Merger abandoned by mutual consent of the Board of the Surviving Corporation and the Board of the Merging Corporation.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first above written.

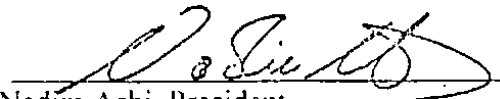
MERGING CORPORATION:

Hillcrest-By-The-Sea Associates, Inc.,
a Florida not-for-profit corporation

By: 
Nadim Ashi, President

SURVIVING CORPORATION:

Hillcrest-By-The-Sea Associates, Inc.,
a Delaware non-stock corporation

By: 
Nadim Ashi, President