

A98000000699

(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

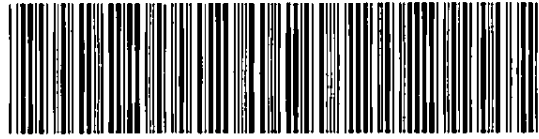
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2018 JUN -7 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature

JUN 08 2018

I ALBRITTON

CT Corp.

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

Date: 6/7/2018

Acc#120160000072



11:42

Name:	Turnberry Aventura Mall Company, Ltd. merging with
Document #:	Turnberry Aventura Mall Expansion Company, Ltd.
Order #:	11005240 (Line 14)

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing:	Certified:
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Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$157.50

150.00
152.50 PC

Thank you!

**CERTIFICATE OF MERGER OF
TURNBERRY AVENTURA MALL EXPANSION COMPANY, LTD.
WITH AND INTO
TURNBERRY AVENTURA MALL COMPANY, LTD.**

The following Certificate of Merger is being submitted in accordance with the Florida Revised Limited Partnership Act, pursuant to § 620.2108, Florida Statutes:

FIRST: The name, principal office address, jurisdiction and entity type for the merging limited partnership (the "Merging Partnership") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Turnberry Aventura Mall Expansion Company, Ltd. 19501 Biscayne Blvd., Suite 400 Aventura, FL 33180	Florida	Limited Partnership

Florida Document No.: A07000001262

SECOND: The name, principal office address, jurisdiction and entity type of the surviving limited partnership (the "Surviving Partnership") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Turnberry Aventura Mall Company, Ltd. 19950 West Country Club Drive, 10 th Floor Aventura, FL 33180	Florida	Limited Partnership

Florida Document No.: A98000000699

THIRD: The Plan and Agreement of Merger attached hereto as Exhibit A was adopted by the general partner and limited partners of the Merging Partnership on June 7, 2018, in accordance with § 620.2107, Florida Statutes;

FOURTH: The Plan and Agreement of Merger attached hereto as Exhibit A was adopted by the general partner and limited partners of the Surviving Partnership on June 7, 2018, in accordance with § 620.2107, Florida Statutes.

FIFTH: The merger shall become effective under the governing laws of the Surviving Partnership as of 11:42 am on June 7, 2018.

[SIGNATURES NEXT PAGE]

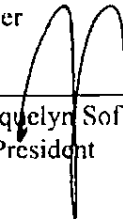
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2018 JUN - 7 AM 8: 36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Merger was executed in accordance with the laws of the State of Florida this 7th day of June 2018.

MERGING PARTNERSHIP:

Turnberry Aventura Mall Expansion Company, Ltd.,
a Florida limited partnership

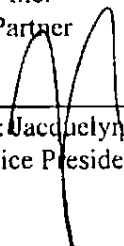
By: TAMCO, Inc.
Its: General Partner

By:  _____
Name: Jacquelyn Soffer
Its: Vice President

SURVIVING PARTNERSHIP:

Turnberry Aventura Mall Company, Ltd.,
a Florida limited partnership

By: TAMCO, Inc.
Its: General Partner

By:  _____
Name: Jacquelyn Soffer
Its: Vice President

[Signature Page to Certificate of Merger]

EXHIBIT A
PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER

This PLAN AND AGREEMENT OF MERGER (this "Agreement") is executed to be effective as of the 7th day of June, 2018, by and between **TURNBERRY AVENTURA MALL COMPANY, LTD.**, a Florida limited partnership (the "Surviving Partnership") and **TURNBERRY AVENTURA MALL EXPANSION COMPANY, LTD.**, a Florida limited partnership (the "Merging Partnership").

WITNESSETH:

WHEREAS, the Surviving Partnership was incorporated in the State of Florida on March 16, 1998, and is subject to the Florida Revised Uniform Limited Partnership Act of 2005, Chapter 620, Florida Statutes;

WHEREAS, the Merging Partnership was incorporated in the State of Florida on November 13, 2007, and is subject to the Florida Revised Uniform Limited Partnership Act of 2005, Chapter 620, Florida Statutes;

WHEREAS, the Merging Partnership and the Surviving Partnership deem it advisable and in their respective best interests that the Merging Partnership be merged with and into the Surviving Partnership (the "Merger").

NOW, THEREFORE, for and in consideration of the mutual covenants and agreements contained herein, being duly adopted and entered into by the parties hereto, this Agreement, the terms and conditions hereof, and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter set forth.

ARTICLE I PLAN OF MERGER

1.01 Adoption of Plan. This Agreement by and between the Merging Partnership and the Surviving Partnership is adopted pursuant to the provisions of 620.2106, Florida Statutes, as follows:

(a) The Merging Partnership shall be merged with and into the Surviving Partnership, to exist and be governed by the laws of the State of Florida.

(b) As of the Effective Time (as defined below) of the Merger, the separate existence of the Merging Partnership shall cease and all the property, real, personal and mixed, of the Merging Partnership, and all debts due on whatever account to the Merging Partnership, shall be taken and deemed to be transferred to and vested in the Surviving Partnership without further act or deed. The Surviving Partnership shall thenceforth be responsible for all the liabilities and obligations of the Merging Partnership.

1.02 Effective Time. The effective time and date of the Merger referenced in this Agreement shall be the effective time and date as set forth in Certificate of Merger to be filed of record with the Secretary of State of the State of Florida (the "Effective Time").

1.03 Name of Surviving Partnership. At the Effective Time of the Merger and pursuant to this Agreement, the corporate name of the Surviving Partnership shall be Turnberry Aventura Mall Company, Ltd.

1.04 Continuation of Business. From and after the Effective Time, the business of the Merging Partnership shall be conducted by the Surviving Partnership.

1.05 Principal Office. The principal office of the Surviving Partnership from and after the Effective Time shall be 19950 West Country Club Drive, 10th Floor, Aventura, FL 33180, until otherwise determined by the general partner(s) of the Surviving Partnership.

1.06 Taking of Necessary Action. Prior to the Effective Time, all actions as may be necessary or desirable to effect the Merger shall be taken, including but not limited to obtaining all approvals required by the laws of the State of Florida and filing or causing to be filed and/or recorded any document or documents prescribed by such laws. If at any time or times after the Effective Time any further action is necessary or desirable to carry out the purposes of this Agreement or to vest the Surviving Partnership with full title to all properties, assets, rights and approvals of the Merging Partnership, each of the general partner(s) of the Surviving Partnership shall be authorized to and shall take all such necessary actions.

ARTICLE II PARTNERS

2.01 Partners of Surviving Partnership; Authorization.

(a) The existing limited and general partners (the "Partners") of the Surviving Partnership shall continue to serve as the Partners of the Surviving Partnership.

(b) Each of the general partners of the Merging Partnership and each of the general partners of the Surviving Partnership, respectively, and such other agents as they shall designate (collectively the "Authorized Agents") are duly authorized to execute this Agreement and the Certificate of Merger on behalf of the Merging Partnership and the Surviving Partnership, respectively, and such Authorized Agents are hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or effectuate any of the provisions of this Agreement or the Merger as provided herein.

ARTICLE III
CERTIFICATE OF LIMITED PARTNERSHIP AND
LIMITED PARTNERSHIP AGREEMENT

3.01 Certificate of Limited Partnership and Limited Partnership Agreement of Surviving Partnership. The Certificate of Limited Partnership and Limited Partnership Agreement of the Surviving Partnership, as existing on the effective date of this Agreement, shall be the Certificate of Limited Partnership and Limited Partnership Agreement of the Surviving Partnership and shall continue in full force and effect until altered, amended or repealed, as provided in the Certificate of Limited Partnership and Limited Partnership Agreement of the Surviving Partnership or as provided by applicable law.

ARTICLE IV
CONVERSION OF INTERESTS

4.01 Partnership Interests in Surviving Partnership. Upon the Effective Time, all general and limited partnership interests in the Surviving Partnership outstanding immediately prior to the Effective Time shall, by virtue of the merger and without further action on the part of the holders thereof, remain outstanding and unchanged.

4.02 Partnership Interests in Merging Partnership. Any and all general and limited partnership interests in the Merging Partnership, by virtue of the merger and without further action on the part of the holders thereof, shall, upon the Effective Time, be cancelled and extinguished and shall cease to exist, and shall not be converted into membership interests of the Surviving Partnership.

4.03 There are no rights to acquire general or limited partnership interests in the Merging Partnership or general or limited partnership interests in the Surviving Partnership.

ARTICLE V
APPROVAL OF MERGER

The parties do hereby acknowledge and confirm as follows:

5.01 This Plan has been duly adopted and approved by the general and limited partners of the Merging Partnership, and the Authorized Agents of the Merging Partnership have been authorized and directed to execute and submit the same, in accordance with Section 620.2107, Florida Statutes.

5.02 This Plan has been duly adopted and approved by the general and limited partners of the Surviving Partnership, and the Authorized Agents of the Surviving Partnership have been authorized and directed to execute and submit the same, in accordance with Section 620.2107, Florida Statutes.

ARTICLE VI
INTERPRETATION AND ENFORCEMENT

6.01 Entire Agreement. This Agreement contains the entire agreement between the parties with respect to the contemplated Merger. This Agreement may be executed in any number of counterparts, each of which shall be deemed one original. A signed copy of this Agreement delivered by facsimile, e-mail or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Agreement.

[SIGNATURES NEXT PAGE]

IN WITNESS WHEREOF, and intending to be legally bound hereby, the parties hereto have executed this Agreement to be effective as of the date first referenced above.

MERGING PARTNERSHIP:

Turnberry Aventura Mall Expansion Company, Ltd., a Florida limited partnership

By: TAMCO, Inc.
Its: General Partner

By: _____
Name: Jacquelyn Soffer
Its: Jacquelyn Soffer

SURVIVING PARTNERSHIP:

Turnberry Aventura Mall Company, Ltd., a Florida limited partnership

By: TAMCO, Inc.
Its: General Partner

By: _____
Name: Jacquelyn Soffer
Its: Jacquelyn Soffer