

Division of Corporations

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Florida Department of State
Division of Corporations
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To: Division of Corporations
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From: Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.
Account Number : 072720000266
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EFFECTIVE DATE

Dec 1, 2014.

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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MERGER OR SHARE EXCHANGE
BAYSHORE APARTMENTS OF MANATEE III LIMITED
PARTNERSHIP

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$120.00

H 218.75

☆ Please note requested effective date of December 1, 2014

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**CERTIFICATE OF MERGER
FOR
GOLDMAN NEWCO I-A, LLC,
AND
GOLDMAN NEWCO I-B, LLC,
INTO
BAYSHORE APARTMENTS OF MANATEE III LIMITED PARTNERSHIP**

EFFECTIVE DATE
Dec 1, 2014

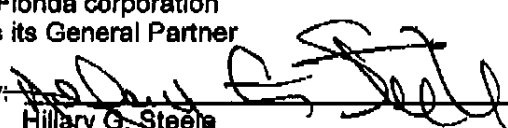
The following Certificate of Merger is submitted in accordance with Section 620.2108, Florida Statutes. Bayshore Apartments of Manatee III Limited Partnership, a Florida limited partnership ("Bayshore"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of Goldman Newco I-A, LLC, a Florida limited liability company ("I-A"), and Goldman Newco I-B, LLC, a Florida limited liability company ("I-B") with and into Bayshore. Bayshore shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A."
2. The foregoing Plan of Merger was approved by Bayshore in accordance with Section 620.2107, Florida Statutes.
3. The foregoing Plan of Merger was approved by I-A in accordance with Section 605.1023, Florida Statutes.
4. The foregoing Plan of Merger was approved by I-B in accordance with Section 605.1023, Florida Statutes.
5. The effective date of the merger is December 1, 2014.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered by the constituent business entities as of the Effective Date.

**BAYSHORE APARTMENTS OF MANATEE III
LIMITED PARTNERSHIP, a Florida limited
partnership**

By: Bayshore Apartments of Manatee III, Inc.,
a Florida corporation
As its General Partner

By: 
Hillary G. Steele
As its Resident

{Signatures continued on following page.}

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GOLDMAN NEWCO I-A, LLC,
a Florida limited liability company

By: 
Hillary G. Steele
As its Manager

GOLDMAN NEWCO I-B, LLC,
a Florida limited liability company

By: 
Hillary G. Steele
As its Manager

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EXHIBIT A

**PLAN OF MERGER
OF GOLDMAN NEWCO I-A, LLC,
AND
GOLDMAN NEWCO I-B, LLC,
INTO
BAYSHORE APARTMENTS OF MANATEE III LIMITED PARTNERSHIP**

Bayshore Apartments of Manatee III Limited Partnership, a Florida limited partnership, Goldman Newco I-A, LLC, a Florida limited liability company, and Goldman Newco I-B, LLC, a Florida limited liability company, hereby adopt and approve the following plan as the Plan of Merger required by Sections 620.2107 and 605.1022, Florida Statutes. The terms of the plan are as follows:

1. The names of the business entities planning to merge are Goldman Newco I-A, LLC, a Florida limited liability company ("I-A"), Goldman Newco I-B, LLC, a Florida limited liability company ("I-B"), and Bayshore Apartments of Manatee III Limited Partnership, a Florida limited partnership ("Bayshore"). As a result of the merger, I-A and I-B will be merged with and into Bayshore. Bayshore shall be the surviving business entity.
2. The merger shall be effective on December 1, 2014 (the "Effective Date").
3. As a result of the merger, the membership interests of I-A and I-B will be cancelled in exchange for the member of I-A and the member of I-B receiving limited partner units in Bayshore that are proportional to the fair market value of the assets contributed as of the Effective Date as compared to the total fair market value of the assets held by Bayshore as of the Effective Date including the fair market value of the assets contributed through the merger.
4. The name and address of the general partner for Bayshore is Bayshore Apartments of Manatee III, Inc., a Florida corporation, 4104 20th Street West, Bradenton, Florida 34205.
5. This plan shall be submitted to the Member and Manager of I-A for approval. This plan shall be submitted to the Member and Manager of I-B for approval. This plan shall be submitted to the Partners of Bayshore for approval. The Certificate of Limited Partnership of Bayshore will not differ from its Certificate before the merger and each partner of Bayshore having a partnership interest in Bayshore immediately prior to the Effective Date will hold the same partnership interests, with identical designations, preferences, limitations, and relative rights, immediately after the merger.
6. The Member and Manager of I-A, the Member and Manager of I-B, and the Partners of Bayshore are hereby authorized to amend this plan at any time prior to the filing of the Certificate of Merger, to the extent permitted by law.
7. There are no other terms of or conditions to the merger.

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