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August 31, 2016

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 10139325 SO
Customer Reference 1: IPCC
Customer Reference 2: Orchid Run Apts., Naples,

Dear Department of State, Florida :

Please obtain the following:

Orchid Run Apartments, LLC (FL)
Merger (Discontinuing Company)
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 .

Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Naples Multifamily II DST

Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Kathi Newell, Paralegal

Contact Person

The Inland Real Estate Group, Inc.

Firm/Company

2901 Butterfield Road

Address

Oak Brook, Illinois 60523

City, State and Zip Code

newell@inlandgroup.com

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

For further information concerning this matter, please call:

Kathi Newell

at (630) 218-8000

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
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>
Orchid Run Apartments, LLC	Florida	limited liability company
Naples Multifamily II DST	Delaware	Delaware statutory trust

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>
Naples Multifamily II DST	Delaware	Delaware statutory trust

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).

2015 JUN 31 4:10:35
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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:

MERGING PARTY:

Orchid Run Apartments, LLC, a Florida limited liability company

By: Naples Multifamily II, L.L.C., a Delaware limited liability company, its sole member

By: Inland Private Capital Corporation, a Delaware corporation, its sole member

By: 
Joseph E. Binder, Senior Vice President

SURVIVING PARTY:

Naples Multifamily II DST, a Delaware statutory trust

By: Naples Multifamily II Exchange, L.L.C., a Delaware limited liability company, its signatory trustee

By: Inland Private Capital Corporation, a Delaware corporation, its sole member

By: 
Joseph E. Binder, Senior Vice President

<u>Fees:</u>	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	<u>Certified Copy (optional):</u>	\$30.00