

LO4000026026

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H05000199879 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850)205-0380

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

RECEIVED

05 AUG 19 AM 8:00

DIVISION OF CORPORATIONS

2005 AUG 19 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**MERGER OR SHARE EXCHANGE**

**COLLINS AVENUE LEASING LLC**

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$113.75

80.00

LO4-26026  
OK

405000199879

⑧

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. South Bel Harbor, LLC 8499 Collins Avenue Surfside, FL 33154	Florida	Limited Liability Co.

Florida Document/Registration Number: LO400001459<sup>49</sup> FEI Number: 56-2438796

2. \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Florida Document/Registration Number: \_\_\_\_\_ FEI Number: \_\_\_\_\_

3. \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Florida Document/Registration Number: \_\_\_\_\_ FEI Number: \_\_\_\_\_

4. \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Florida Document/Registration Number: \_\_\_\_\_ FEI Number: \_\_\_\_\_

(Attach additional sheet(s) if necessary)

CR26080(9/02)

FILED  
2005 AUG 19 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

405000199879

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Collins Avenue Leasing, LLC	Florida	Limited Liability Company
9499 Collins Avenue		
Surfside, FL 33154		

Florida Document/Registration Number: L04000026028

FEI Number: 20-1034685

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, partner, or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

FILED  
2015 AUG 19 AM 8:27  
SECRETARY OF STATE  
TAMM A. HASSE, FLORIDA



## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
South Bai Harbor, LLC	Florida

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Collins Avenue Lessing, LLC	Florida

**THIRD:** The terms and conditions of the merger are as follows:

SEE EXHIBIT "A" ATTACHED HERETO

*(Attach additional sheet(s) if necessary)*

FILED  
2005 AUG 19 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

SEE EXHIBIT "A" ATTACHED HERETO

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

SEE EXHIBIT "A" ATTACHED HERETO

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number

NOT APPLICABLE

FILED  
2005 AUG 19 AM 8:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

SEE EXHIBIT "A" ATTACHED HERETO

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

NOT APPLICABLE

**EIGHTH:** Other provisions, if any, relating to the merger: NONE

*(Attach additional sheet(s) if necessary)*

FILED  
2006 AUG 19 AM 8:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

405000199879

**EXHIBIT "A" TO PLAN OF MERGER OF  
SOUTH BAY HARBOR, LLC AND COLLINS AVENUE LEASING, LLC**

**THIRD:** The terms and conditions of the merger are as follows:

- All of the members of South Bay Harbor, LLC ("SBH") shall transfer all of their interest in SBH to Collins Avenue Leasing, LLC ("CAL").
- CAL agrees to be bound by the terms of SBH's Operating Agreement.
- SBH shall admit CAL as a member with a 100% interest.
- The SBH members agree to be bound the CAL Operating Agreement.
- CAL shall admit the SBH members as members of CAL.

**FOURTH:**

**A. The manner and basis of converting the interests of the merged party in the interests of the survivor is as follows:**

- The members of SBH shall transfer 100% their membership interests to CAL by Assignment of Membership Interest.
- CAL shall issue membership interest certificates to the members of SBH reflecting that the members own 100% of the membership interest in CAL divided in proportions agreed to by the members.
- The members and managers of SBH and CAL shall execute such further and other documents as may be reasonably required to effectuate and memorialize the merger.

**B. The manner and basis of converting rights to acquire interests of the merged party into rights to acquire interests in the surviving entity.**

- Not Applicable

**SIXTH:** The names and addresses of the managers of the surviving entity is as follows:

**Managers:**  
Alex Forkosh  
131 Whitman Drive  
Brooklyn, NY 11234

Scott Podolsky  
400 Broome Street  
New York, NY 10013

2005 AUG 19 AM 8:28  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

405000199879