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EXAMINER



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05/11/12--01001--016 \*\*60.00

RECEIVED  
12 MAY 10 PM 4:36  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
12 MAY 10 AM 11:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORP DIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

**FILING COVER SHEET**  
**ACCT. #FCA-14**

**CONTACT:**      **KATIE WONSCH**

**DATE:**            **05/10/2012**

**REF. #:**           **000409.166297**

**CORP. NAME:**   **WYNWOOD BUILDING, LLC into FASHION CENTER, LLC**

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT             | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION     | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT             | <input checked="" type="checkbox"/> MERGER      | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CONVERSION |   |  |
| <input type="checkbox"/> OTHER:                    |   |  |

**STATE FEES PREPAID WITH CHECK# 544375 FOR \$ 80.00**

**AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:**

\_\_\_\_\_ **COST LIMIT: \$** \_\_\_\_\_

**PLEASE RETURN:**

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

**CERTIFICATE OF MERGER**

The following Certificate of Merger is being submitted in accordance with section 608.4382, Florida Statutes, as of May 10, 2012.

**FIRST:** The exact name, street address of its principal office, jurisdiction of organization, and entity type of the **merging** entity is as follows:

**WYNWOOD BUILDING, LLC**, a Florida limited liability company

Address: c/o Goldman Properties  
804 Ocean Drive, 2<sup>nd</sup> Floor  
Miami Beach, FL 33139

Document #: L11000003746

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

**FASHION CENTER, LLC**, a Florida limited liability company

Address: c/o Goldman Properties  
804 Ocean Drive, 2<sup>nd</sup> Floor  
Miami Beach, FL 33139

Document #: L04000031947

**THIRD:** The Agreement and Plan of Merger, attached hereto as Exhibit A, meets the requirements of section 608.438, Florida Statutes, and was approved by each of Wynwood Building, LLC and Fashion Center, LLC in accordance with the applicable provisions of Chapter 608, Florida Statutes.

**FOURTH:** The merger shall become effective upon the filing of this Certificate of Merger with the Florida Secretary of State.

[Signature(s) on following page(s).]

FILED  
12 MAY 10 AM 11:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger as of the date first above written.

**MERGING ENTITY:**

WYNWOOD BUILDING, LLC  
a Florida limited liability company

By: \_\_\_\_\_  
Name: R. Anthony Goldman  
Title: Authorized Signatory

**SURVIVING ENTITY:**

FASHION CENTER, LLC  
a Florida limited liability company

By: \_\_\_\_\_  
Name: R. Anthony Goldman  
Title: Authorized Signatory

**EXHIBIT A**  
**AGREEMENT AND PLAN OF MERGER**

See attachment.

## **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (this "Plan") is executed, adopted and approved as of May 10, 2012 by and between WYNWOOD BUILDING, LLC, a Florida limited liability company (the "Merging Entity"), and FASHION CENTER, LLC, a Florida limited liability company (the "Surviving Entity").

WHEREAS, all of the members of the Merging Entity and all of the members of the Surviving Entity have determined that it is advisable and in the best interests of each such entity and its respective members that the Merging Entity be merged with and into the Surviving Entity on the terms and subject to the conditions set forth herein (the "Merger").

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

### **ARTICLE I** **The Merger**

At the Effective Time (as defined in Article VI hereof), the Merging Entity shall be merged with and into the Surviving Entity in accordance with the Florida Limited Liability Company Act, as amended, and the separate existence of the Merging Entity shall cease and the Surviving Entity shall thereafter continue as the surviving entity under the laws of the State of Florida.

### **ARTICLE II** **The Surviving Company**

At the Effective Time, the Articles of Organization of the Surviving Entity, as in effect immediately prior to the Effective Time (the "Articles of Organization"), shall be the Articles of Organization of the Surviving Entity.

At the Effective Time, the Operating Agreement of the Surviving Entity (the "Operating Agreement"), shall be the Operating Agreement of the Surviving Entity, until thereafter altered, amended or repealed in accordance with applicable laws and the Articles of Organization and Operating Agreement of the Surviving Entity.

### **ARTICLE III** **Manner and Basis of Converting Membership Interests**

At the Effective Time, (i) all of the outstanding membership interests of the Merging Entity shall be surrendered and canceled, and no additional membership interests of the Surviving Entity or other property will be issued in exchange therefor, and (ii) all of the outstanding membership interests of the Surviving Entity shall remain outstanding, and the current members of the Surviving Entity shall continue to own the same membership interests of the Surviving Entity as immediately prior to the Effective Time.

### **ARTICLE IV** **Approval**

The Merger contemplated by this Plan has previously been submitted to and unanimously approved by the respective members of the Merging Entity and the Surviving Entity.

**ARTICLE V**  
**Effect of Merger**

At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Entity shall vest in the Surviving Entity, and all liabilities and obligations of the Merging Entity shall become liabilities and obligations of the Surviving Entity.

**ARTICLE VI**  
**Effective Time**

As used in this Plan, the term "Effective Time" shall mean the date and time of filing of the Certificate of Merger with the Department of State of the State of Florida, with respect to the Merger.

[Signature(s) on following page(s).]

IN WITNESS WHEREOF, the undersigned have executed this Plan as of the date first above written.

**MERGING ENTITY:**

WYNWOOD BUILDING, LLC,  
a Florida limited liability company

By: \_\_\_\_\_  
Name: R. Anthony Goldman  
Title: Authorized Signatory

**SURVIVING ENTITY:**

FASHION CENTER, LLC, a Florida limited liability  
company

By: \_\_\_\_\_  
Name: R. Anthony Goldman  
Title: Authorized Signatory