

L04000078677

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

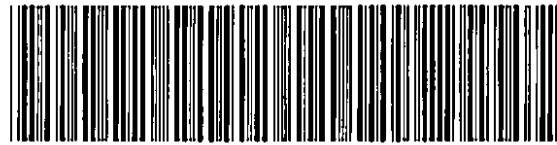
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer.

Office Use Only



900306534649

12/11/17--01001--002 **175.00

2017 DEC -8 PM 2:08

2017 DEC -8 1:00:00

W/21K IN



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 11, 2017

SUNSHINE CORPORATE FILING OF FLORIDA INC.

SUBJECT: NORTHPOINT 45TH LLC
Ref. Number: L04000078677

*Corrected
Please keep
original date*

2017 DEC -8 PM 2:04

We have received your document for NORTHPOINT 45TH LLC and your check(s) totaling \$175.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair
Regulatory Specialist II

Letter Number: 817A00024935

17 DEC 13 PM 2:48

SUNSHINE CORPORATE FILING OF FLORIDA, INC.

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 12/8/2017

****WALK IN****

ENTITY NAME NORTHPOINT 45TH LLC/1736 CAROTHERS PARKWAY LLC

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXXX

Plain Copy

Certified Copy

Certificate of Status

2017 DEC -8 PM 2:10a

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE' / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED 50

CHECK # 4313

Please call Tina at the above number for any issues or concerns. Thank you so much!

ARTICLES OF MERGER
OF
1736 CAROTHERS PARKWAY, LLC
AND
NORTHPOINT 45TH, LLC

2017 DEC -8 PM 2:00

Pursuant to applicable provisions of the Tennessee Revised Limited Liability Company Act, Tennessee Code Annotated § 48-249-101 *et seq.* (the "Tennessee Act") and pursuant to Fla. Stat. §605.1021, *et. seq.* (the "Florida Act"), the undersigned, on behalf of Northpoint 45th, LLC, a Florida limited liability company, and 1736 Carothers Parkway, LLC, a Tennessee limited liability company, hereby adopt and submit the following Articles of Merger and hereby state as follows:

1. The parties to the Merger (as defined below) are Northpoint 45th, LLC, a Florida limited liability company, with an address of 150 3rd Avenue South, Suite 1600 Nashville, Tennessee 37201 ("Northpoint"), and 1736 Carothers Parkway, LLC, a Tennessee limited liability company, with an address of 150 3rd Avenue South, Suite 1600 Nashville, Tennessee 37201 ("1736 Carothers Parkway"). 1736 Carothers Parkway shall be the entity to survive the Merger.
2. Pursuant to a Plan of Merger dated effective as of January 1, 2018 (the "Plan of Merger"), by and between Northpoint and 1736 Carothers Parkway, Northpoint will be merged with and into 1736 Carothers Parkway (the "Merger").
3. The Plan of Merger was approved and adopted by the unanimous consent of the manager and members of Northpoint on December 8, 2017 in accordance with the Florida Act.
4. The Plan of Merger was approved and adopted by the unanimous consent of the manager and members of 1736 Carothers Parkway on December 8, 2017 in accordance with the Tennessee Act.
5. Northpoint certifies that its participation in the Merger was duly authorized as required by the law of the State of Florida.
6. 1736 Carothers Parkway certifies that its participation in the Merger was duly authorized as required by the law of the State of Tennessee.
7. The Plan of Merger is on file at the principal place of business of 1736 Carothers Parkway located at 150 Third Avenue South, Suite 1600, Nashville, Tennessee 37201.
8. The mailing address for service of process for the surviving entity is 150 3rd Avenue South, Suite 1600 Nashville, Tennessee 37201.
9. The surviving entity has agreed to pay to any member of Northpoint with appraisal rights the amount to which such member is entitled under Florida law.

10. A copy of the Plan of Merger shall be furnished by 1736 Carothers Parkway, upon request and without cost, to any person holding an interest in any constituent party to the Merger.

11. These Articles of Merger, and the Merger, shall be effective on January 1, 2018.

IN WITNESS WHEREOF, Northpoint and 1736 Carothers Parkway have caused these Articles of Merger to be executed by their duly authorized officers on December 13, 2017.

Northpoint 45th, LLC

By: 
C. Palmer Pillans, Secretary

1736 Carothers Parkway, LLC

By: 
C. Palmer Pillans, Secretary