

Florida Department of State
Division of Corporations
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Division of Corporations
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**MERGER OR SHARE EXCHANGE
ESWH GROUND LEASE, LLC**

Certificate of Status	1
Certified Copy	1
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\$85.00

MAR 15 2017

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3/14/2017 9:17:36 AM PAGE 1/001 Fax Server



March 14, 2017

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ESWE GROUND LEASE, LLC
3675 SW 24TH STREET
MIAMI, FL 33145

SUBJECT: ESWE GROUND LEASE, LLC
REF: L05000032005

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H17000069446
Letter Number: 617A00004837

17 MAR 15 AM 10:33

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**ARTICLES OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY**

The following Articles of Merger is being submitted in accordance with section 605.1025, Florida Statutes.

FIRST:

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type-Doc Number</u>
ESWH GROUND LEASE, LLC 2850 S. Douglas Road Suite 302 Coral Gables, FL 33134	Florida	Limited Liability Company L05000032005
ESWH GROUND LEASE PARTNERSHIP 2850 S. Douglas Road Suite 302 Coral Gables, FL 33134	Florida	General Partnership Florida G1700000303

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>
ESWH GROUND LEASE, LLC 2850 S. Douglas Road Suite 302 Coral Gables, FL 33134	Florida	Limited Liability Company

THIRD:

The merger was approved by each domestic merging entity that is a limited liability company in accordance with sections 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 section 605.1023(1)(b), Florida Statutes.

FOURTH:

The surviving entity exists before the merger and is a domestic filing entity.

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FIFTH:

The entity agrees to pay any members with appraisal rights the amount to which members are entitled un sections 605.1061-605.1072, Florida Statutes

SIXTH:

The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

SEVENTH:

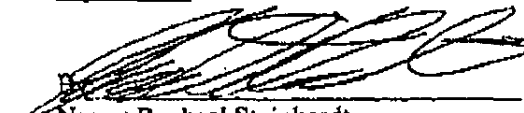
The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

EIGHTH:

Name of Entity

Signature(s)

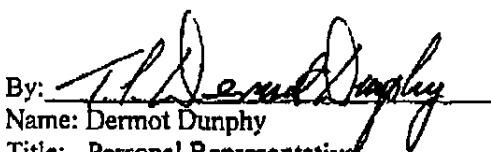
ESWH GROUND LEASE, LLC,
a Florida limited liability company

By: 
Name: Raphael Steinhardt
Title: Manager

ESWH GROUND LEASE PARTNERSHIP,
a Florida general partnership

By: 
Name: Raphael Steinhardt
Title: Partner

Estate of Joan Dunphy,
Dermot Dunphy as Personal Representative

By: 
Name: Dermot Dunphy
Title: Personal Representative