

L67000117335

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

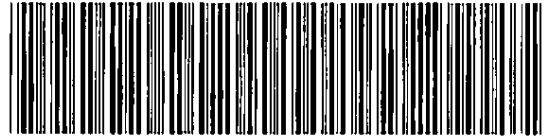
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED

17 DEC 27 PM 1:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2017 DEC 27 11:46:27

DC
01-02-17
Merkel



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 28, 2017

CSC
ROXANNE TURNER

RESUBMIT

Please give original
submission date as file date.

SUBJECT: FS REAL ESTATE HOLDINGS LLC
Ref. Number: L07000117335

We have received your document for FS REAL ESTATE HOLDINGS LLC and your check(s) totaling \$10000.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The EXHIBIT A AND EXHIBIT B are not signed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 017A00026251

983 32-10

RECEIVED
DEC 29 2017
DIVISION OF CORPORATIONS

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 983132 4311473

AUTHORIZATION :

COST LIMIT : \$ ~~55~~.00

ORDER DATE : December 27, 2017

ORDER TIME : 2:10 PM

ORDER NO. : 983132-010

CUSTOMER NO: 4311473

ARTICLES OF MERGER

FS REAL ESTATE HOLDINGS LLC

INTO

FABSOUTH LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX___ CERTIFIED COPY
___ PLAIN STAMPED COPY

CONTACT PERSON: Roxanne Turner

EXAMINER'S INITIALS: _____

**Articles of Merger
For
Florida Limited Liability Company**

FILED
17 DEC 27 PM 1:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The following Articles of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with Section 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>
FS Real Estate Holdings LLC	Florida	Limited Liability Company

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>
FabSouth LLC	Delaware	Limited Liability Company

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).

FOURTH: The surviving 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 3411 Silverside Road, Tatnall Building, Suite 104, Wilmington, Delaware 19810.

FIFTH: The surviving entity agrees to pay any members of any limited liability company with appraisal rights the amount to which such members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

SIXTH: The effective time and date of the merger will be at 11:59 p.m. on December 31, 2017.

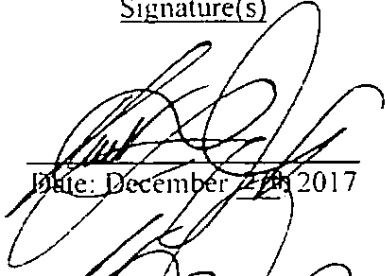
SEVENTH: Signatures for Each Party:

Name of Entity/Organization

Signature(s)

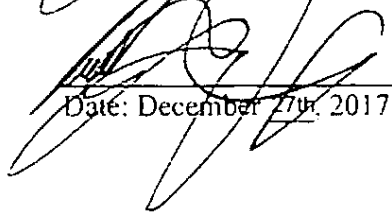
Typed or Printed Name of
Individual & Title

FS Real Estate Holdings LLC


Date: December 27th, 2017

Kurt Langsenkamp
President

FabSouth LLC


Date: December 27th, 2017

Kurt Langsenkamp
President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan") is made as of the 27th day of December, 2017, by and between FS Real Estate Holdings LLC, a Florida limited liability company ("FSREH"), and FabSouth LLC, a Delaware limited liability company ("FabSouth").

WITNESSETH

WHEREAS, the managers and sole member of each of FabSouth and FSREH deem it advisable and in the best interests of their respective entities to have FSREH merge with and into FabSouth, pursuant to this Plan and the applicable provisions of the laws of the State of Florida and the State of Delaware (such transaction being hereinafter referred to as the "Merger"), such that at the Effective Date (as defined below) of the Merger, the separate existence of FSREH shall cease, and FabSouth shall continue as the surviving company; and

WHEREAS, the managers and sole member of each of FabSouth and FSREH have approved this Plan and the Merger contemplated hereby.

NOW, THEREFORE, the parties hereto, in consideration of the foregoing premises and the mutual covenants and agreements herein contained, hereby agree as follows:

ARTICLE 1. THE MERGER

On the Effective Date of the Merger and in accordance with the laws of the State of Florida and the State of Delaware, FSREH shall merge with and into FabSouth, with FabSouth being the limited liability company surviving the Merger (hereinafter sometimes referred to as the "Surviving Company") as a limited liability company organized and existing under the laws of the State of Delaware.

ARTICLE 2. EFFECTIVE DATE

A Certificate of Merger, substantially in the form attached as Exhibit A, and Articles of Merger, substantially in the form attached as Exhibit B, executed in accordance with the respective laws of the State of Delaware and the State of Florida, shall be filed with the Secretary of State of Delaware and the Florida Department of State, respectively. After the filing of the Certificate of Merger relating to the Merger with the Secretary of State of Delaware and the filing of the Articles of Merger relating to the Merger with the Florida Department of State, the Merger shall become effective at 11:59 p.m. on December 31, 2017 (such time and date hereinafter sometimes referred to as the "Effective Date" of the Merger).

ARTICLE 3. CERTAIN RESULTS OF THE MERGER

(a) Succession by Surviving Company. Upon the Effective Date of the Merger and by virtue thereof, FSREH and FabSouth shall become merged, with FabSouth as the Surviving Company, and the separate limited liability company existence of FSREH shall cease.

(b) Certificate of Formation. Upon the Effective Date of the Merger, the certificate of formation of FabSouth, as in effect immediately prior to the Merger becoming effective, shall be the certificate of formation of the Surviving Company until amended in the manner provided by law and said certificate of formation.

(c) Operating Agreement. Upon the Effective Date of the Merger, the operating agreement of FabSouth, as in effect immediately prior to the Merger becoming effective, shall be the operating agreement of the Surviving Company until amended in the manner provided by law, the certificate of formation of the Surviving Company and said operating agreement.

ARTICLE 4.
EFFECT UPON MEMBERSHIP INTERESTS UPON THE EFFECTIVE DATE OF THE MERGER

(a) FS Real Estate Holdings LLC Interests. Upon the Effective Date of the Merger, all membership interests in FSREH shall be cancelled.

(b) FabSouth LLC Interests. Upon the Effective Date of the Merger, all membership interests in FabSouth shall remain issued and outstanding in the same manner as immediately before the Merger.

ARTICLE 5.
MISCELLANEOUS

(a) Amendments. This Plan shall not be modified or amended except by an instrument in writing signed by or on behalf of the parties hereto.

(b) Counterparts. This Plan may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

(c) Assignment. This Plan and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Plan nor any of the rights, interest or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other party.

(d) Headings. The headings of the sections and articles of this Plan are inserted for convenience only and shall not constitute a part hereof.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly executed on their behalf as of the date first above written.

FS REAL ESTATE HOLDINGS LLC,
a Florida limited liability company

By: 

Name: Kurt Langsenkamp

Title: President

FABSOUTH LLC,
a Delaware limited liability company

By: 

Name: Kurt Langsenkamp

Title: President

EXHIBIT A

Certificate of Merger

State of Delaware
Certificate of Merger of a Foreign Limited Liability Company
into a Domestic Limited Liability Company

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Limited Liability Company is FabSouth LLC, a Delaware Limited Liability Company.

Second: The name of the Limited Liability Company being merged into this surviving Limited Liability Company is FS Real Estate Holdings LLC. The jurisdiction in which this Limited Liability Company was formed is Florida.

Third: The Agreement of Merger has been approved and executed by both Limited Liability Companies.

Fourth: The name of the surviving Limited Liability Company is FabSouth LLC.

Fifth: The Merger is to become effective at 11:59 p.m. on December 31, 2017.

Sixth: The executed Agreement of Merger is on file at 721 NE 44th Street, Fort Lauderdale, Florida 33334, the principal place of business of the surviving Limited Liability Company.

Seventh: A copy of the Agreement of Merger will be furnished by the surviving Limited Liability Company on request, without cost, to any member of the Limited Liability Company or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by an authorized person, this 27th day of December, 2017.

By: _____

Authorized Person

Name: _____

Print or Type

EXHIBIT B

Articles of Merger

**Articles of Merger
For
Florida Limited Liability Company**

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<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
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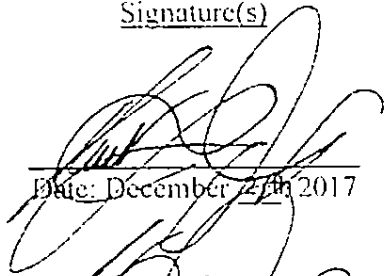
SEVENTH: Signatures for Each Party:

Name of Entity/Organization

Signature(s)

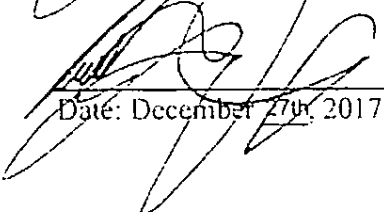
Typed or Printed Name of
Individual & Title

FS Real Estate Holdings LLC


Date: December 27th, 2017

Kurt Langsenkamp
President

FabSouth LLC


Date: December 27th, 2017

Kurt Langsenkamp
President