

L10000045772

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(Business Entity Name)

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CL. 4-21-14

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

ACCOUNT NO. : I20000000195

REFERENCE : 593639 4389550

AUTHORIZATION : *Squidleman*

COST LIMIT : \$ 110.00

ORDER DATE : April 17, 2015

ORDER TIME : 11:20 AM

ORDER NO. : 593639-005

CUSTOMER NO: 4389550

ARTICLES OF MERGER

CDS FREECORE LLC

INTO

CDS DELRAY REDEVELOPMENT,
LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX QUANTITY-2 CERTIFIED COPY
_____ PLAIN STAMPED COPY

Need 2 Certified Copies please

CONTACT PERSON: Lydia Cohen

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 20, 2015

CSC / LYDIA COHEN

SUBJECT: CDS DELRAY REDEVELOPMENT, LLC
Ref. Number: L10000045772

RESUBMIT
Please give original
submission date as file date.

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

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.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 615A00007798

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ARTICLES AND PLAN OF MERGER

The following constitutes a plan of merger in accordance with Florida Statutes §605.1022 and articles of merger prepared for filing in accordance with Florida Statutes §605.1025.

1. Merging Entity.

The exact name, entity type, jurisdiction of formation and document number of the merging entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u>
CDS Freecore, LLC	Florida	Limited liability company	L07000077652

2. Surviving Entity.

The exact name, entity type, jurisdiction of formation and document number of the surviving entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u>
CDS Delray Redevelopment, LLC	Florida	Limited liability company	L010000045772

3. Approval.

These Articles and Plan of Merger were approved by each limited liability company that is a party to the merger in accordance with Florida Statutes §§605.1021-605.1026; and by each member of such limited liability company who as a result of the merger will have interest holder liability under Florida Statutes §605.1023(1)(b).

4. Articles of Organization and Operating Agreement of the Surviving Entity.

The surviving entity is CDS Delray Redevelopment, LLC, a Florida limited liability company, and its articles of organization and operating agreement will not be changed as a result of this merger.

5. Terms and Conditions of Merger.

The merger shall take effect upon filing these Articles and Plan of Merger with the Secretary of State, State of Florida.

6. Manner and Basis of Converting Interests of the Members.

The interests of the members of CDS Delray Redevelopment, LLC will be

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unchanged by this merger, and the interests of the members of CDS Freecore, LLC will be converted upon the effective date into the right of each such member to receive cash in the aggregate amount of one dollar. There are no and shall be no continuing rights to acquire interests in any company.

7. Effective Date of the Merger.

The merger shall be effective upon filing these Articles and Plan of Merger with the Secretary of State, State of Florida.

8. Provision Authorizing Abandonment.

No party to this merger is authorized to abandon the proposed merger.

9. Appraisal and Appraisal Rights.

No member of CDS Freecore, LLC is entitled to appraisal rights as a result of this merger.

WITNESS our signatures this 17 day of April, 2015.

CDS Freecore, LLC

CDS Delray Redevelopment, LLC

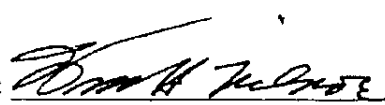
By: CDS International Realty, LLC, its Manager

By: CDS Group Holdings, L.L.C.

By:


William H. Milmo, its Manager

By:


William H. Milmo, its Manager

DeSantis/Carl/Articles and Plan of Merger