L11000100738

_____
(Requestor's Name)

_____
(Address)

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(Address)

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(City/State/Zip/Phone #)

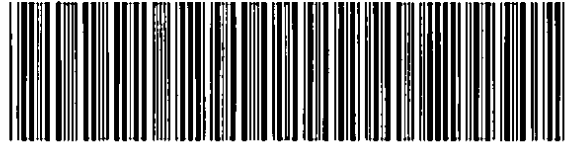☐ PICK-UP   ☐ WAIT   ☐ MAIL

_____
(Business Entity Name)

_____
(Document Number)

Certified Copies _____   Certificates of Status _____

Special Instructions to Filing Officer:

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2022 JAN -4 AM 8:43

2022 JAN -4 PM 4:00

JAN 11 2022

I ALBRITTON

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

ACCOUNT NO.   : I20000000195

REFERENCE   : 360805   7230004

AUTHORIZATION   :

COST LIMIT   : $/50.00

- -

ORDER DATE : January 4, 2022

ORDER TIME :   2:10 PM

ORDER NO.   : 360805-005

CUSTOMER NO: 7230004

- -

ARTICLES OF MERGER

FCC BEACH HOTEL, LLC

INTO

FCC HOTEL TOWER, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____   CERTIFIED COPY
XX_____   PLAIN STAMPED COPY

CONTACT PERSON: Eyliena Baker

EXAMINER'S INITIALS:

FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 5, 2022

CORPORATION SERVICE COMPANY

,

SUBJECT: FCC HOTEL TOWER, LLC
Ref. Number: L11000100738

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

As a condition of a merger, pursuant to s.605.0212(8) and/or s.607.1622 (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.

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.

Irene Albritton
Regulatory Specialist III

Letter Number: 822A00000268

ARTICLES OF MERGER
OF
FCC BEACH HOTEL, LLC
AND
FCC HOTEL TOWER, LLC
Pursuant to Section
605.1025
of the Florida Revised Limited Liability Company Act

THESE ARTICLES OF MERGER (these "Articles") are entered into between FCC Beach Hotel, LLC, a Florida limited liability company and result of conversion of FC Beach Hotel, Ltd., a Florida partnership (collectively, the "Merging Party"), and FCC Hotel Tower, LLC, a Florida limited liability company (the "Company").

Under Section 605.1025 of the Florida Revised Limited Liability Company Act ("FRLLCA"), the Company and Merging Party hereby adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated as of December 30, 2021 ("Plan of Merger") by and between the Company and the Merging Party and the Merger (defined below) was approved respective members and managers of each of the Merging Entity and the Company in accordance with the FRLLCA.

2. Under the Plan of Merger, the Company will be the surviving company, and the Merging Party will cease to exist (the "Merger"). The Articles of Organization and operating agreement of the Company shall be the Articles of Organization and operating agreement of the surviving corporation.

3. Under the Plan of Merger, the managers and officers of the Company prior to the effective date of the Merger will be the managers and officers of the Merging Party, following the effective date of the Merger, until such time as successors are duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the surviving entity's articles of organization, operating agreement and applicable law.

4. The Company has agreed to pay any members of any limited liability company with appraisal rights the amount to which such members are entitled under the provisions of Sections 605.1006 and 605.1061-605.1072 of the FRLLCA.

5. The effective date of the Merger shall be the date these Articles are filed with the Department of State of Florida.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties have executed these Articles of Merger this 30th day of December 2021.

THE COMPANY:

FCC Hotel Tower, LLC,
a Florida limited liability company

By: _____
Name: Aubrey A. Ferrao
Title: Manager and not individually

MERGING PARTY:

FCC Beach Hotel, LLC,
a Florida limited liability company

By: _____
Name: Aubrey A. Ferrao
Title: Manager and not individually