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(Requestor's Name)

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(City/State/Zip/Phone #)

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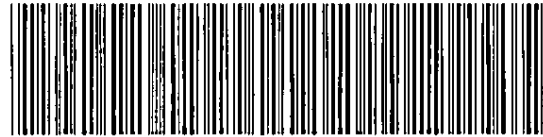
(Business Entity Name)

(Document Number)

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2020 MAR 11 AM 10:53  
FILED  
2020 MAR 11 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Y SULKER

MAR 12 2020

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

ACCOUNT NO. : I20000000195

REFERENCE : 226988 4309487

AUTHORIZATION

COST LIMIT : \$ 80.00



ORDER DATE : March 11, 2020

ORDER TIME : 9:43 AM

ORDER NO. : 226988-005

CUSTOMER NO: 4309487

ARTICLES OF MERGER

AVATAR REAL ESTATE ONE  
HOLDINGS LLC

INTO

AVATAR REAL ESTATE TWO  
HOLDINGS LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Kadesha Roberson

EXAMINER'S INITIALS: \_\_\_\_\_

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Avatar Real Estate Two Holdings LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Dilip Singh

Contact Person

Firm/Company

333 NE 21st Ave Apt. 1110

Address

Deerfield Beach, FL 33441

City, State and Zip Code

dilip@matellio.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dilip Singh

at (

203

) 231-1710

Name of Contact Person

Area Code

Daytime Telephone Number

☒ Certified copy (optional) \$30.00

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 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>
Avatar Real Estate One 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>
Avatar Real Estate Two Holdings LLC	Florida	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).

FILED  
MAR 11 AM 10:35  
CLERK OF THE COURT  
STATE OF FLORIDA  
TALLAHASSEE

**FOURTH:** Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This 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:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

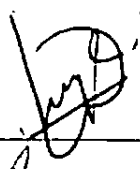
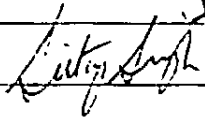
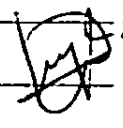
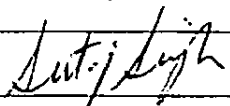
**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Date of Filing \_\_\_\_\_

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Avatar Real Estate One Holdings LLC		Dilip Singh, Manager
Avatar Real Estate One Holdings LLC		Sirtaj Singh, Manager
Avatar Real Estate Two Holdings LLC		Dilip Singh, Manager
Avatar Real Estate Two Holdings LLC		Sirtaj Singh, Manager

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

<b><u>Fees:</u></b>	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	<b><u>Certified Copy (optional):</u></b>	\$30.00

**ACTION OF THE MEMBERS AND MANAGERS OF  
AVATAR REAL ESTATE ONE HOLDINGS LLC  
ADOPTED BY UNANIMOUS WRITTEN CONSENT**

The undersigned, being the all of the members and the managers of AVATAR REAL ESTATE ONE HOLDINGS LLC, a Florida limited liability company (the "Company"), hereby agree and consent in writing, without a meeting and in accordance with the Florida Revised Limited Liability Company Act, as of the 11<sup>th</sup> day of March, 2020, to the adoption of, and do hereby adopt, the following resolutions and the actions specified therein and direct that this written consent be filed with the minutes of proceedings of the Company:

**WHEREAS**, the undersigned members and managers of the Company have determined that it would be in the best interests of the Company to merge with and into Avatar Real Estate Two Holdings LLC, a Florida limited liability company (the "Surviving Company").

**NOW THEREFORE BE IT**

**RESOLVED**, that the Company merge with and into the Surviving Company, with the Surviving Company to be the surviving business entity, pursuant to the applicable provisions of Florida law (the "Merger"); and be it

**FURTHER RESOLVED**, that the undersigned members and managers hereby approve, adopt and ratify in all respects the Plan of Merger attached as Exhibit A and the Articles of Merger attached as Exhibits B, respectively, and the transactions contemplated thereby; and be it

**FURTHER RESOLVED**, that the undersigned members and managers do hereby ratify and confirm, as the act and deed of this Company, any and all actions heretofore taken on behalf of the Company by its managers, members, officers or agents in connection with, or which may have been desirable for, the consummation of the transactions contemplated by the Plan of Merger and the Articles of Merger; and be it

**FURTHER RESOLVED**, that Dilip Singh and Sirtaj Singh, the managers of the Company be, and hereby are, authorized and directed to do all acts and things whatsoever which may be in any way necessary or proper to effect the Merger; and be it

**FURTHER RESOLVED**, that Dilip Singh and Sirtaj Singh, together or individually, acting for and in the name of the Company, without further action by the members, are each authorized, empowered and directed to take any further action and to make any changes and amendments thereto, and to do and to perform any and all actions and things which may be necessary, desirable or convenient in order to effectuate the purpose and intent of the foregoing resolutions and the transactions contemplated thereby; and be it

**FURTHER RESOLVED**, that that the execution and delivery of this consent and delivery thereof by facsimile or other electronic transmission shall be sufficient for all purposes and shall be binding upon any party who so executes, and the transmitted signature shall be accepted and considered the same as an original signature.

[SIGNATURE PAGE FOLLOWS]

**IN WITNESS WHEREOF**, the undersigned have executed this Unanimous Written Consent effective as of the date first above written.

**MEMBERS:**

\_\_\_\_\_  
Dilip Singh

\_\_\_\_\_  
Sirtaj Singh

**MANAGERS:**

\_\_\_\_\_  
Dilip Singh

\_\_\_\_\_  
Sirtaj Singh

**EXHIBIT A**  
**PLAN OF MERGER**

**Please see attached.**



**AGREEMENT AND PLAN OF MERGER**  
**of**  
**AVATAR REAL ESTATE ONE HOLDINGS LLC**  
**(a Florida limited liability company)**  
**with and into**  
**AVATAR REAL ESTATE TWO HOLDINGS LLC**  
**(a Florida limited liability company)**

THIS AGREEMENT AND PLAN OF MERGER (this "Merger Agreement"), dated as of March 11, 2020 is entered into by and between Avatar Real Estate One Holdings LLC, a Florida limited liability company (the "Merging Company"), and Avatar Real Estate Two Holdings LLC, a Florida limited liability company (the "Surviving Company" and, together with Merging Company, the "Constituent Companies").

WITNESSETH:

WHEREAS, the Merging Company is a limited liability company duly organized and existing under the laws of the State of Florida;

WHEREAS, the Surviving Company is a limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, the members of both of the Merging Company and the Surviving Company, said members of each company being the same individuals, respectively, have deemed it advisable that the Merging Company merge with and into the Surviving Company, with the Surviving Company to be the surviving business entity, pursuant to the applicable provisions of Florida law.

NOW, THEREFORE, the Constituent Companies hereby agree as follows:

Section 1. Terms and Conditions

1.1 The parties shall prepare, execute and file articles of merger (the "Articles of Merger") complying with §605.1025 of the Florida Revised Limited Liability Company Act (the "FLLCA") with the Secretary of the State of the State of Florida. On the Effective Date (as hereinafter defined), the Merging Company shall be merged with and into Surviving Company (the "Merger").

1.2 Upon the Effective Date, by virtue of the Merger and without any action on the part of the Constituent Companies:

(a) The membership interests of the Merging Company shall be cancelled and cease to exist, and no consideration shall be paid in respect thereof.

(b) The membership interests of the Surviving Company shall remain issued and outstanding.

(c) The Surviving Company shall have and hold all of the assets and assume all of the liabilities and obligations of the Merging Company and thereafter possess all of the rights, privileges, immunities, powers and franchises and be subject to all of the restrictions, disabilities and duties of each of the Constituent Companies, and all property belonging to each

of the Constituent Companies shall be vested in the Surviving Company without further act or deed, and all debts, liabilities, obligations and duties of the respective Constituent Companies shall thenceforth attach to the Surviving Company (not pursuant to contract but by operation of law), all in the manner and to the fullest extent provided by the FLICA.

Section 2. Effective Date

The Merger shall be effective on the date of filing of the Articles of Merger.

Section 3. Articles of Organization, Operating Agreement, and Name

3.1 The Articles of Organization of the Surviving Company in effect on the Effective Date shall remain in full force and effect.

3.2 The Surviving Company previously adopted an Operating Agreement, which is hereby ratified and confirmed.

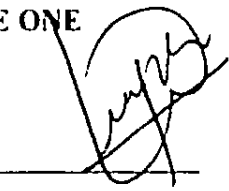
Section 4. General

This Agreement may be executed in any number of counterparts, each of which will be deemed an original, but all of which together will constitute one instrument.

**[Signature Page Follows]**


IN WITNESS WHEREOF, the parties have each caused this Merger Agreement to be executed as of the date first above written.

**AVATAR REAL ESTATE ONE  
HOLDINGS LLC**

By:   
Name: Dilip Singh  
Title: as Manager and Member

By:   
Name: Sirtaj Singh  
Title: as Manager and Member

**AVATAR REAL ESTATE TWO  
HOLDINGS LLC**

By:   
Name: Dilip Singh  
Title: as Manager and Member

By:   
Name: Sirtaj Singh  
Title: as Manager and Member

**EXHIBIT B**  
**ARTICLES OF MERGER**

**Please see attached.**