

L12000073936

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

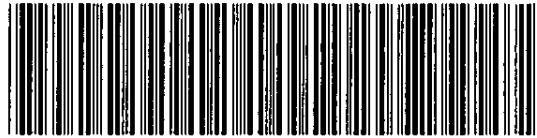
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/21/17

Account#: I20000000088

Date: 03/20/2017

Name: Michelle Walker

Reference #: T008808

ENTITY NAME: GOODCORNER, LLC

- Articles of Incorporation/Authorization to Transact Business
- Amendment
- Annual Report
- Change of Agent
- Reinstatement
- Conversion
- Merger
- Dissolution/Withdrawal
- Fictitious Name
- Other: CERTIFIED COPY

Please return a copy of this cover letter with the evidence. Thanks!

Authorized Amount: \$100

Please call Michelle at 518-213-0737

Signature: Michelle Walker

if authorized amount is incorrect.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 17, 2017

NATIONAL CORP RESEARCH
% MICHELLE
TALL., FL

SUBJECT: WYNWOOD DS, LLC
Ref. Number: L12000073936

We have received your document for WYNWOOD DS, LLC and your check(s) totaling \$100.00. 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.

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.

Carol Mustain
Regulatory Specialist II

Letter Number: 817A00005147

ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with Sections 605.1022 and 605.1025 of the Florida Statutes, as of March 16, 2017.

FIRST:

The exact name, street address of its principal office, jurisdiction of organization, and entity type of the **merging** entity is as follows:

GOODCORNER, LLC, a Florida limited liability company

Address: c/o Goldman Properties
2214 NW 1st Place
Miami, Florida 33127

Document #: L04000054480

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2017 MAR 20 AM 8:58
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TALLAHASSEE, FLORIDA

SECOND:

The exact name, street address of its principal office, jurisdiction of organization, and entity type of the **surviving** entity is as follows:

WYNWOOD DS, LLC, a Florida limited liability company

Address: c/o Goldman Properties
2214 NW 1st Place
Miami, Florida 33127

Document #: L12000073936

THIRD:

The Agreement and Plan of Merger, attached hereto as Exhibit A, meets the requirements of Section 605.1022, Florida Statutes, and was approved by each of WYNWOOD DS, LLC and GOODCORNER, LLC in accordance with the applicable provisions of Chapter 605, Florida Statutes.

FOURTH:

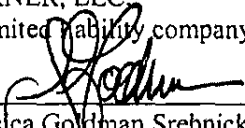
The merger shall become effective upon the filing of these Articles of Merger with the Florida Secretary of State.


[Signature(s) on following page(s).]

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the date first above written.

MERGING ENTITY:

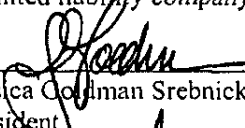
GOODCORNER, LLC,
a Florida limited liability company

By: 
Name: Jessica Goldman Srebnick
Title: President

By: 
Name: Joseph R. Furst
Title: Vice President

SURVIVING ENTITY:

WYNWOOD DS, LLC,
a Florida limited liability company

By: 
Name: Jessica Goldman Srebnick
Title: President

By: 
Name: Joseph R. Furst
Title: Vice President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

See attachment.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan") is executed, adopted and approved as of March 16, 2017 by and between GOODCORNER, LLC, a Florida limited liability company (the "Merging Entity"), and WYNWOOD DS, LLC, a Florida limited liability company (the "Surviving Entity").

WHEREAS, all of the members of the Merging Entity and all of the members of the Surviving Entity have determined that it is advisable and in the best interests of each such entity and its respective members that the Merging Entity be merged with and into the Surviving Entity on the terms and subject to the conditions set forth herein (the "Merger").

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

ARTICLE I

The Merger

At the Effective Time (as defined in Article VI hereof), the Merging Entity shall be merged with and into the Surviving Entity in accordance with the Florida Revised Limited Liability Company Act, as amended, and the separate existence of the Merging Entity shall cease and the Surviving Entity shall thereafter continue as the surviving entity under the laws of the State of Florida.

ARTICLE II

The Surviving Company

At the Effective Time, the Articles of Organization of the Surviving Entity, as in effect immediately prior to the Effective Time (the "Articles of Organization"), shall be the Articles of Organization of the Surviving Entity.

At the Effective Time, the Operating Agreement of the Surviving Entity (the "Operating Agreement"), as in effect immediately prior to the Effective Time, shall be the Operating Agreement of the Surviving Entity, until thereafter altered, amended or repealed in accordance with applicable laws, the Articles of Organization and the Operating Agreement.

ARTICLE III

Manner and Basis of Converting Membership Interests

At the Effective Time, (i) all of the outstanding membership interests of the Merging Entity shall be surrendered and canceled, and no additional membership interests of the Surviving Entity or other property will be issued in exchange therefor, and (ii) all of the outstanding membership interests of the Surviving Entity shall remain outstanding, and the current members of the Surviving Entity shall continue to own the same membership interests of the Surviving Entity as immediately prior to the Effective Time.

ARTICLE IV

Approval

The Merger contemplated by this Plan has previously been submitted to and unanimously approved by the respective members of the Merging Entity and the Surviving Entity.

ARTICLE V
Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Entity shall vest in the Surviving Entity, and all liabilities and obligations of the Merging Entity shall become liabilities and obligations of the Surviving Entity.

ARTICLE VI
Effective Time

As used in this Plan, the term "Effective Time" shall mean the date and time of filing of the Articles of Merger of the Merging Entity with and into the Surviving Entity with the Department of State of the State of Florida, with respect to the Merger.

[Signature(s) on following page(s).]

IN WITNESS WHEREOF, the undersigned have executed this Plan as of the date first above written.

MERGING ENTITY:

GOODCORNER, LLC,
a Florida limited liability company

By: _____
Name: Jessica Goldman Srebnick
Title: President

By: _____
Name: Joseph R. Furst
Title: Vice President

SURVIVING ENTITY:

WYNWOOD DS, LLC,
a Florida limited liability company

By: _____
Name: Jessida Goldman Srebnick
Title: President

By: _____
Name: Joseph R. Furst
Title: Vice President