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**To:**

Division of Corporations  
Fax Number : (850)617-6380

**From:**

Account Name : AGI REGISTERED AGENTS, INC.  
Account Number : I20000000205  
Phone : (305)416-6800  
Fax Number : (305)416-6811

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

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**MERGER OR SHARE EXCHANGE**

**Bel Kay South Apts., LLC**

Certificate of Status	0
Certified Copy	1
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** BEL KAY SOUTH APTS., 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:

Diane M. Hernandez

\_\_\_\_\_  
Contact Person

Adams Gallinar, P.A.

\_\_\_\_\_  
Firm/Company

1000 Brickell Avenue, Suite 300

\_\_\_\_\_  
Address

Miami, Florida 33131

\_\_\_\_\_  
City, State and Zip Code

dhernandez@agilaw.com

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

For further information concerning this matter, please call:

Diane M. Hernandez

at (305) 416-6800

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code

\_\_\_\_\_  
Daytime Telephone Number

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**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

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## ARTICLES OF MERGER

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The following Articles of Merger are being submitted in accordance with Sections 607.1105 and 605.1025, Florida Statutes.

### ARTICLE I – NAME AND ADDRESS OF MERGING PARTIES

The exact name, street address of its principal office, jurisdiction, and entity type for each merging party is as follows:

BEL KAY NORTH APTS., LLC, a Florida limited liability company  
275 NE 18 Street  
Miami, Florida 33132

BEL KAY SOUTH APTS., LLC, a Florida limited liability company  
275 NE 18 Street  
Miami, Florida 33132

### ARTICLE II – NAME AND ADDRESS OF SURVIVING PARTIES

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

BEL KAY SOUTH APTS., LLC, a Florida limited liability company  
275 NE 18 Street  
Miami, Florida 33132

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**ARTICLE III – PLAN OF MERGER**

The plan of merger is attached.

**ARTICLE IV – EFFECTIVE DATE OF MERGER**

The merger shall become effective as July 11, 2016.

**ARTICLE V – APPROVAL OF MERGER (SURVIVING CORPORATION)**

The attached Plan of Merger was adopted by the Managers of the surviving limited liability company on July 11, 2016 and Member approval was not required.

**ARTICLE VI – APPROVAL OF MERGER (MERGING CORPORATION)**

The attached Plan of Merger was adopted by the officers and directors of the merging corporation on July 11, 2016 and shareholder approval was not required.

**ARTICLE VII – COMPLIANCE**

The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Merger at Miami, Florida, on this 11<sup>th</sup> day of July 2016.

**BEL KAY SOUTH APTS., LLC**  
a Florida limited liability company

By: 

Name: Robert R. Adams

Title: Authorized Representative

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## PLAN AND AGREEMENT OF MERGER

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THIS PLAN AND AGREEMENT OF MERGER (the "Plan and Agreement") is hereby adopted by and between **BEL KAY NORTH APTS., LLC**, a Florida limited liability company (the "Merging Company"), and **BEL KAY SOUTH APTS., LLC**, a Florida limited liability company (the "Entity"), for the purpose of merging the Merging Company with and into the Entity (the "Merger").

NOW, THEREFORE, the Merging Company and the Entity hereby approve and adopt this Plan and Agreement providing for the Merger as authorized by Section 607.1101 of the Florida Business Corporation Act (the "FBCA"), and Section 605.1022 of the Florida Revised Limited Liability Company Act ("FRLCA") and upon the terms and subject to the conditions herein.

1. Merger. At the effective date (as defined herein) of the Merger, Merging Company shall be merged with and into the Entity. The Entity shall be the surviving entity of the Merger (hereinafter sometimes referred to as the "Surviving Entity") and the separate corporate existence of Merging Company shall cease. The Merger shall become effective as of July 11, 2016, and shall be memorialized of record by the filing of the articles of merger with the Department of State of the State of Florida in accordance with the provisions of the FBCA and FRLCA (the "Effective Date"). The Merger was approved by the Entity and the Merging Company in accordance with Chapters 607 and 605, Florida Statutes. All Member(s) of Merging Company and all Member(s) of the Entity have consented to the Merger.

2. Governing Documents. The Articles of Organization of the Entity (the "Articles of Organization"), as in effect immediately prior to the Effective Date shall constitute the Articles of Organization of the Surviving Entity until thereafter amended in accordance with the provisions thereof and applicable law.

3. Officers. The persons who are the managers of the Entity immediately prior to the Effective Date shall constitute the managers of the Surviving Entity.

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4. Name. The name of the Surviving Entity shall be: **BEL KAY SOUTH APTS., LLC.**

5. Addresses. The Address of the Merging Company is 275 NE 18 Street, Miami, Florida 33132. The Address of the Entity is and shall be maintained at 275 NE 18 Street, Miami, Florida 33132.

6. Registered Office and Registered Agent. The location of the Registered Office of the Surviving Entity shall continue to be 1000 Brickell Avenue, Suite 300, Miami, Florida 33131. The name of the Registered Agent of the Surviving Entity shall continue to be AGI Registered Agents, Inc.

7. Succession. At the Effective Date, the separate corporate existence of Merging Company shall cease, and the Surviving Entity shall possess all rights, privileges, powers and franchises of a public or private nature and be subject to all the restrictions, disabilities and duties of the Merging Company, and all property, real, personal, and mixed, and all debts due to Merging Company on whatever account and all other things in action, shall be vested in the Surviving Entity.

8. Conversion of Shares; Capitalization of Surviving Entity; Dissenter's Rights. At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof:

(a) All (100%) of the shares of Merging Company outstanding immediately prior to the Effective Date shall be converted into and shall be deemed to comprise all (100%) of the shares and interest in the Surviving Entity. No other shares or interests in the Merging Company are outstanding at the time of the Merger.

(b) Pursuant to Section 607.1103 of the FBCA, there are no dissenting shareholders of the Merging Company or dissenting members of the Entity because all of the shareholders of Merging Company and all of the members of the Entity have consented to this Agreement.

9. Other Provisions with Respect to the Merger. All required acts shall be done in order to accomplish the Merger under the provisions of the laws of the State of Florida.

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10. Manager(s) of the Surviving Entity. The name and address of each Manager of the Surviving Entity is as follows:

Javier Cervera  
275 NE 18 Street  
Miami, Florida 33132

11. Further Assurances. If at any time the Surviving Entity shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in Surviving Entity the title to any property or rights of the Merging Company or to otherwise carry out the provisions hereof, the proper officers and directors of the Merging Company, as of the Effective Date, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in Surviving Entity and to otherwise carry out the provisions hereof.

12. Abandonment or Amendment. At any time prior to the filing of the Articles of Merger with the Department of State of the State of Florida, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

13. Approval. This Plan and Agreement has been approved by, and the execution and delivery thereof authorized by, all of the shareholders and the Board of Directors of the Merging Company and by all of the Managers and Members of the Surviving Entity.

14. Costs. All costs in connection with this Plan and Agreement will be paid by the Surviving Entity.

15. Procedure. Each party will, in a timely manner, follow the procedures provided by Florida Law in connection with the statutory merger including the filing of the appropriate Articles of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Plan and Agreement.

16. Governing Law. This Plan and Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

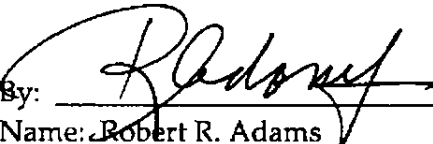
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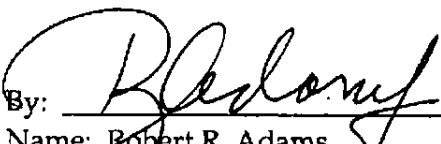
17. Headings. The headings of the several articles herein have been inserted for convenience for reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan and Agreement.

IN WITNESS HEREOF, the undersigned have caused this Plan and Agreement of Merger to be signed on their behalf by their respective authorized representative on July 11, 2016.

**BEL KAY NORTH APTS., LLC**  
a Florida limited liability company

By:   
Name: Robert R. Adams  
Title: Authorized Representative

**BEL KAY SOUTH APTS., LLC**  
a Florida limited liability company

By:   
Name: Robert R. Adams  
Title: Authorized Representative

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