

L13000155600

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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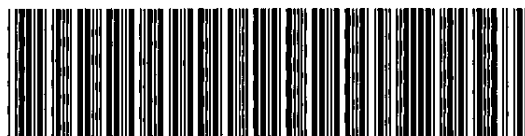
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2017 MAR 15 AM 9:47

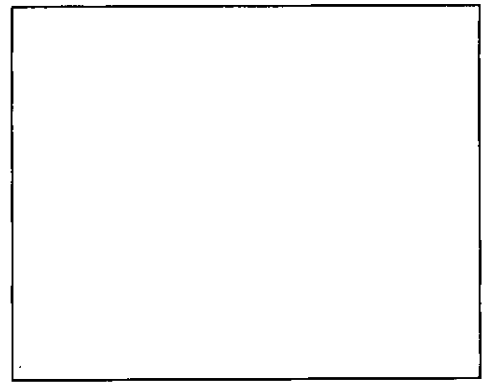
SECRETARY OF STATE
DEPARTMENT OF STATE

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03/10/17--01001--003 **\$5.00

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17 MAR -9 PM 1:32

FLORIDA RESEARCH & FILING SERVICES, INC.
1211 CIRCLE DRIVE
TALLAHASSEE, FL 32301
PHONE (850)364-8000



OFFICE USE ONLY

WALK-IN

ENTITY NAME:

SMIR 3001 LLC

CH# 7541 FOR \$85.00

PLEASE FILE THE ATTACHED MERGER & RETURN THE FOLLOWING:

XXX CERTIFIED COPY

___ STAMPED COPY

XXX CERTIFICATE OF STATUS

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 10, 2017

FLORIDA RESEARCH & FILING SERVICES

TALL., FL

SUBJECT: SMIR 3001 LLC
Ref. Number: L13000155600

RECEIVED
DEPARTMENT OF STATE
17 MAR 15 AM 8:59

We have received your document for SMIR 3001 LLC and your check(s) totaling \$85.00. 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: 617A00004618

RE-SUBMITTING
w/ CORRECTIONS

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with Sections 607.1109 and 605.1025, Florida Statutes.

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

Name and Street Address

Jurisdiction

Entity Type

SIMI 2512 USA INC.
3640 Yacht Club Drive, No. 1701
Miami, FL 33180

Florida

Corporation

Florida Document/Registration Number: P16000100944

SMIR 3001 LLC
3598 Yacht Club Drive, Apt. 1403
Miami, FL 33180

Florida

Limited Liability Company

Florida Document/Registration Number: L13000155600

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

Name and Street Address

Jurisdiction

Entity Type

SMIR 3001 LLC
3598 Yacht Club Drive, Apt. 1403
Miami, FL 33180

Florida

Limited Liability Company

Florida Document/Registration Number: L13000155600

THIRD: The attached Plan of Merger meets the requirements of Sections 607.1108 and 605.1022, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 605, Florida Statutes.

FOURTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

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

FILED
2017 MAR 15 PM 9:47
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

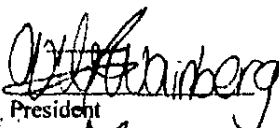
SIXTH: Signature(s) for each party:

NAME OF ENTITY:

SIGNATURES:

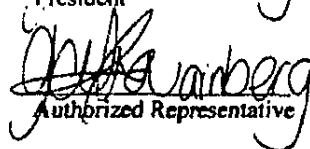
PRINTED NAME OF INDIVIDUAL

SIMI 2512 USA INC.


President

GALIT A. WAINBERG YECUTIELI

SMIR 3001 LLC


Authorized Representative

GALIT A. WAINBERG YECUTIELI

PLAN OF MERGER

Merger between SIMI 2512 USA INC., a Florida corporation (the "Disappearing Corporation" or "SIMI USA"), and SMIR 3001 LLC, a Florida limited liability company (the "Surviving Company" or "SMIR 3001"). SIMI USA and SMIR 3001 may also be referred to as "Constituent Entities" hereunder.

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1107 and 605.1023, and is being submitted in accordance with Sections 607.1108 and 605.1022, Florida Statutes, et seq. of the Florida Business Corporation Act (the "Act") and the Florida Revised LLC Act.

FIRST: The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
SIMI 2512 USA INC. 3640 Yacht Club Drive, No. 1701 Miami, FL 33180	Florida
SMIR 3001 LLC 3598 Yacht Club Drive, Apt. 1403 Miami, FL 33180	Florida

SECOND: The exact name and jurisdiction of the **surviving** party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
SMIR 3001 LLC 3598 Yacht Club Drive, Apt. 1403 Miami, FL 33180	Florida

THIRD: Articles of Organization. The Articles of SMIR 3001 shall, without any changes, be the Articles of the Surviving Company from and after the Effective Date until amended as permitted by law.

FOURTH: Distribution to Shareholders of the Constituent Entities. Upon the Effective Date, each shareholder's stock in SIMI USA outstanding at that time shall without more be converted into and exchanged, pro-rata, for units of membership interest of SMIR 3001 in accordance with this Plan. Each unit of membership interest of SMIR 3001 that is issued and outstanding on the Effective Date shall continue as outstanding units of membership interest of SMIR 3001.

FIFTH: Satisfaction of Rights of Shareholders of SIMI USA. The stock of SIMI USA shall have been converted into membership interests in SMIR 3001 and for which the stock of SIMI USA's

shareholders become exchangeable pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

SIXTH: Effect of Merger. On the Effective Date, the separate existence of SIMI USA shall cease, and SMIR 3001 shall be fully vested in SIMI USA's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.11101 of the Act.

SEVENTH: Further Action Required. If at any time after the Effective Date, SIMI USA or SMIR 3001 shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out provisions of this Plan, the appropriate officers of SIMI USA or SMIR 3001 as the case may be, whether past or remaining in office, shall execute and deliver upon the request of SIMI USA or SMIR 3001, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in SMIR 3001, or to otherwise carry out the provisions of this Plan.

EIGHTH: Filing with the Florida Department of State and Effective Date. SIMI USA shall cause its President, GALIT A. WAINBERG YECUTIELI, and SMIR 3001 shall cause its Authorized Representative, GALIT A. WAINBERG YECUTIELI, to execute Articles of Merger in the form attached hereto; and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by SMIR 3001 to the Florida Department of State. In accordance with Section 607.1109 of the Act, the Articles of Merger shall specify the "Effective Date" to be the filing date of the Articles.

NINTH: The names and addresses of each manager of SMIR 3001, the Surviving Company, is as follows:

Ofer Wainberg
3598 Yacht Club Drive, #1403
Miami, FL 33180

Eduardo Wainberg
3598 Yacht Club Drive, #1403
Miami, FL 33180

Melanie Wainberg
3598 Yacht Club Drive, #1403
Miami, FL 33180

Carlos Wainberg
3598 Yacht Club Drive, #1403
Miami, FL 33180

Noah Slimak
3598 Yacht Club Drive, #1403
Miami, FL 33180

Edga 2904 LLC
3598 Yacht Club Drive, #1403
Miami, FL 33180

Michel Wainberg
3598 Yacht Club Drive, #1403
Miami, FL 33180

Ronit Wainberg
3598 Yacht Club Drive, #1403
Miami, FL 33180

Sidney Wainberg
3598 Yacht Club Drive, #1403
Miami, FL 33180

Ilana Beker Wainberg
3598 Yacht Club Drive, #1403
Miami, FL 33180

Galit Wainberg
3598 Yacht Club Drive, #1403
Miami, FL 33180


Yair Wainberg
3598 Yacht Club Drive, #1403
Miami, FL 33180

TENTH: Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Entities which is, or the shareholders/members of which are, entitled to the benefit thereof by action taken by the Board of Directors/Members of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders/members of the Constituent Entities by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

Dated this 8th day of March, 2017.

SIMI 2512 USA INC.,
a Florida corporation

By:


GALIT WAINBERG, President

SMIR 3001 LLC,
a Florida Limited Liability company

By:

YAIR WAINBERG, Manager

By:

OFER WAINBERG, Manager

By:


EDUARDO WAINBERG, Manager

By:

MELANIE WAINBERG, Manager

Galit Wainberg
3598 Yacht Club Drive, #1403
Miami, FL 33180

Yair Wainberg
3598 Yacht Club Drive, #1403
Miami, FL 33180

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Dated this 8th day of March, 2017.

**SIMI 2512 USA INC.,
a Florida corporation**

By: _____
GALIT WAINBERG, President

**SMIR 3001 LLC,
a Florida Limited Liability company**

By: _____
YAIR WAINBERG, Manager

By: _____
OFER WAINBERG, Manager

By: _____
EDUARDO WAINBERG, Manager

By:  _____
MELANIE WAINBERG, Manager

Galit Wainberg
3598 Yacht Club Drive, #1403
Miami, FL 33180

Yair Wainberg
3598 Yacht Club Drive, #1403
Miami, FL 33180

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Dated this 9th day of March, 2017.

SIMI 2512 USA INC.,
a Florida corporation

By: _____
GALIT WAINBERG, President

SMIR 3001 LLC,
a Florida Limited Liability company

By: _____
YAIR WAINBERG, Manager

By:  _____
OFER WAINBERG, Manager

By: _____
EDUARDO WAINBERG, Manager

By: _____
MELANIE WAINBERG, Manager

Galit Wainberg
3598 Yacht Club Drive, #1403
Miami, FL 33180

Yair Wainberg
3598 Yacht Club Drive, #1403
Miami, FL 33180

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Dated this 8th day of March, 2017.

**SIMI 2512 USA INC.,
a Florida corporation**

By: _____
GALIT WAINBERG, President

**SMIR 3001 LLC,
a Florida Limited Liability company**

By:  _____
YAIR WAINBERG, Manager

By: _____
OFER WAINBERG, Manager

By: _____
EDUARDO WAINBERG, Manager

By: _____
MELANIE WAINBERG, Manager

By:


CARLOS WAINBERG, Manager

By:


NOAH SLIMAK, Manager

By:


SIDNEY WAINBERG, as Manager of
EDQA 2904 LLC

By:


MICHEL WAINBERG, Manager

By:


RONIT WAINBERG Manager


By:


SIDNEY WAINBERG, Manager

By:


ILANA BEKER WAINBERG, Manager

By:


GALI WAINBERG, Manager