

L130000156743

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

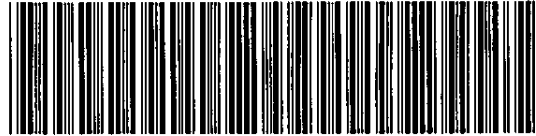
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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RECEIVED
DEPARTMENT OF STATE
15 MAR 16 AM 10:54

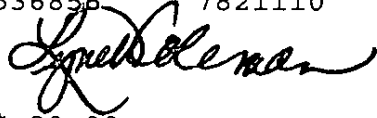
FILED
2015 MAR 19 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*02250, 07015, 00672

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

ACCOUNT NO. : I20000000195

REFERENCE : 536856 7821110

AUTHORIZATION : 

COST LIMIT : \$ 80.00

ORDER DATE : March 11, 2015

ORDER TIME : 10:09 AM

ORDER NO. : 536856-005

CUSTOMER NO: 7821110

ARTICLES OF MERGER

NAPLES FIFTH AVENUE 4TH AND
4TH LLC

INTO

NAPLES FIFTH AVENUE 305 LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carina L. Dunlap EXT 62951

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 17, 2015

CSC
Atten: Carina Dunlap
1201 Hays Street
Tallahassee, FL 32301

RESUBMIT
Please give original
submission date as file date.

SUBJECT: NAPLES FIFTH AVENUE 305 LLC
Ref. Number: L13000156743

We have received your document for NAPLES FIFTH AVENUE 305 LLC and the authorization to debit your account in the amount of \$80.00. However, the document has not been filed and is being returned for the following:

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.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

Letter Number: 215A00005341

RECEIVED
15 MAR 19 PM 1:52
DIVISION OF CORPORATIONS

Articles of Merger
For
Florida Limited Liability Company

FILED
2015 MAR 19 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>
Naples Fifth Avenue 4th and 4th 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>
Naples Fifth Avenue 305 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).

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 limited 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:

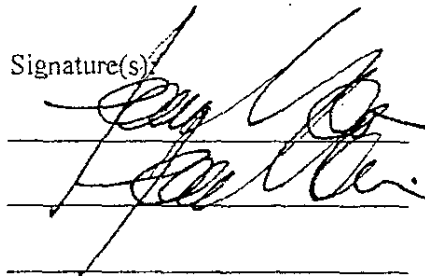
SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

Naples Fifth Avenue 4th and 4th LLC

Naples Fifth Avenue 305 LLC

Signature(s)



Typed or Printed
Name of Individual:

Jose Hevia

Jose Hevia

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

Fees: 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	Certified Copy (optional):	\$30.00

AGREEMENT AND PLAN OF MERGER
OF
NAPLES FIFTH AVENUE 4TH AND 4TH LLC
INTO
NAPLES FIFTH AVENUE 305 LLC

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of March 16th, 2015, by and between NAPLES FIFTH AVENUE 4TH AND 4TH LLC, a Florida limited liability company (the "Merging Entity"), having an address at 1450 Brickell Avenue, Suite 1560, Miami, Florida 33131, and NAPLES FIFTH AVENUE 305 LLC, a Florida limited liability company (the "Surviving Entity"), having an address at 1450 Brickell Avenue, Suite 1560, Miami, Florida 33131.

Background

The Merging Entity has elected to merge into the Surviving Entity.

There are four (4) members of the Merging Entity (collectively, the "Members"). The Surviving Entity was formed in Florida on November 6, 2013 and consists of two (2) members. The Members of the Merging Entity believe that it is in the best interests of the Merging Entity that the Surviving Entity acquire all of the property, interests and assets of the Merging Entity, and that the Members of the Merging Entity assign all of their right, title, asset and interest in the Merging Entity into the Surviving Entity.

Section 608.438 of the Florida Limited Liability Company Act ("Florida Act") authorizes the merger of a Florida limited liability company with or into one or more limited liability companies. The Merging Entity and the Surviving Entity desire that the Surviving Entity survive the merger and to effectuate the conversion of the Member's interest in the Merging Entity into membership interests in the Surviving Entity.

Agreement

The Merging Entity and the Surviving Entity hereby agree as follows:

(1) The Merger. (a) The Merging Entity shall merge with and into the Surviving Entity and the Surviving Entity shall be the entity which shall survive the Merger. Articles of Merger (the "Articles of Merger") shall be filed with the Secretary of State of Florida in accordance with the Florida Act.

(b) The Merger shall become effective upon the filing of the Articles of Merger with the Secretary of State of the State of Florida, whereupon the separate existence of the Merging Entity

shall cease and the Surviving Entity shall continue its existence as a Florida limited liability company and be the entity surviving the Merger.

(2) Effect of Merger. The Merger shall become effective upon the filing of the Articles of Merger in Florida. When the Merger becomes effective, (a) the separate existence of the Merging Entity shall terminate and (b) all of the rights, privileges and powers of the Merging Entity and the Surviving Entity, and all rights, debts and property whether real, personal or otherwise, due to the Merging Entity or the Surviving Entity, as well as other things and causes of action belonging to the Merging Entity or the Surviving Entity shall be vested in the Surviving Entity without further act or deed, and shall thereafter be the property of the Surviving Entity as they were of the Merging Entity before the Merger, and the title to any real property vested by deed or otherwise, under the laws of the State of Florida, in the Merging Entity or the Surviving Entity shall not revert or in any way be impaired by reason of the Merger.

(3) Conversion of Interests. Upon the Merger becoming effective, (i) the membership interest of the Members in the Merging Entity immediately in effect prior to the Merger shall be converted into membership interests in the Surviving Entity in accordance with the current percentage membership interest of the Members of Surviving Entity without any further action on the part of the Members or on the part of the Surviving Entity.

(4) Certificate of Formation: Operating Agreement. (a) The Certificate of Formation of the Surviving Entity immediately prior to the Merger shall be the Certificate of Formation of the Surviving Entity upon the Merger becoming effective and shall continue to be the Certificate of Formation of the Surviving Entity thereafter unless and until altered or amended in accordance with Florida law.

(b) The Operating Agreement of the Surviving Entity shall be Operating Agreement upon the Merger becoming effective, and shall continue to be the Operating Agreement of the Surviving Entity thereafter unless or until altered or amended in accordance with the provisions thereof.

(5) Street Address and Principal Place of Business. The street address and principal place of business of the Surviving Entity following the Merger shall be 1450 Brickell Avenue, Suite 1560, Miami, Florida 33131.

(6) Approval. This Agreement has been duly approved by the members of the Merging Entity and the Surviving Entity.

(7) Further Action. The manager of the Merging Entity and the sole managing member of the Surviving Entity shall execute and deliver such documents and take all such other actions as may be necessary or appropriate to effectuate the Merger, or, in the case of the Merging Entity, as the Surviving Entity may request in order to vest fully all of the property of

the Merging Entity in the Surviving Entity and otherwise carry out the terms and conditions of the Merger.

(8) Successors. This Plan and Agreement shall be binding upon and shall inure to the benefit of the Merging Entity and the Surviving Entity, and their respective members and assigns.

(9) Governing Law. This Plan and Agreement shall be governed by the laws of the State of Florida, including, in particular, the Florida Act.

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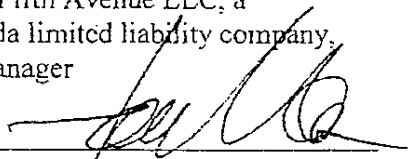
[Signatures on next page]

IN WITNESS WHEREOF, the Merging Entity and the Surviving Entity have caused this Plan and Agreement to be duly executed as of the date first written above.

MERGING ENTITY:

NAPLES FIFTH AVENUE 4TH AND 4TH LLC,
a Florida limited liability company

By: HJK Fifth Avenue LLC, a
Florida limited liability company,
its manager

By: 
Jose Hevia, President

SURVIVING ENTITY:

NAPLES FIFTH AVENUE 305 LLC, a
Florida limited liability company

By: Naples Fifth Avenue Managing Member LLC, a
Delaware limited liability company, sole
managing member

By: 
Jose Hevia, President