

**L14000157353**

Florida Department of State  
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**MERGER OR SHARE EXCHANGE  
MACMILLAN REAL ESTATE, LLC**

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**ARTICLES OF MERGER**

Pursuant to the provisions of Section 605.1025 of the Florida Revised Limited Liability Act, <sup>L05000019138</sup> BDG Grove Plaza, LLC, a limited liability company organized and existing under the laws of the State of Florida, and <sup>L14000157353</sup> Macmillan Real Estate, LLC, a limited liability company organized and existing under the laws of the State of Florida, hereby adopt the following Articles of Merger for the purpose of merging BDG Grove Plaza, LLC into Macmillan Real Estate, LLC, as the surviving entity:

1. The managers and members of BDG Grove Plaza, LLC and Macmillan Real Estate, LLC unanimously approved and adopted the following Plan of Merger on the 11<sup>th</sup> day of July, 2016, in the manner prescribed by the Florida Revised Limited Liability Company Act:

**PLAN OF MERGER**

1. Parties to Merger. The parties to the merger are BDG Grove Plaza, LLC, a limited liability company organized and existing under the laws of the State of Florida, and Macmillan Real Estate, LLC, a limited liability company organized and existing under the laws of the State of Florida.

2. Merger. BDG Grove Plaza, LLC, shall be merged into Macmillan Real Estate, LLC (the "Surviving Company") on the date of the filing of Articles of Merger with the Secretary of State of the State of Florida (the "Effective Date").

3. Name of Surviving Company. The name of the Surviving Company shall be Macmillan Real Estate, LLC.

4. Effect of Merger. On the Effective Date of the merger, the separate existence of BDG Grove Plaza, LLC shall cease (except to the extent continued by statute), and all of its

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properties, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon the Surviving Company, subject to its liabilities and obligations, which liabilities and obligations the Surviving Company shall assume, without further act or deed. Confirmatory deeds, assignments or other like instruments when deemed desirable by the Surviving Company to evidence such transfer, vesting or devolution of any property, right, privilege, or franchise, shall at any time, or from time to time, be made and delivered in the name of BDG Grove Plaza, LLC, by the last acting authorized signatories thereof, or by the corresponding authorized signatories of the Surviving Company.

5. Exchange of Equity. On the Effective Date of the merger, the membership interests in BDG Grove Plaza, LLC, issued and outstanding prior to the merger, shall be cancelled.

6. Attributes of Surviving Company.

(a) The Articles of Organization of Macmillan Real Estate, LLC, as in effect on the Effective Date of the merger, shall continue in full force and effect as the Articles of Organization of the Surviving Company and shall not be changed or amended by the merger.

(b) The Operating Agreement of Macmillan Real Estate, LLC, as such Operating Agreement exists on the Effective Date of the merger, shall remain and be the Operating Agreement of the Surviving Company, until altered, amended, or repealed in accordance with the provisions thereof, the Articles of Organization of Macmillan Real Estate, LLC and Florida law.

7. Articles of Merger. Articles of Merger shall be executed by a manager of each of BDG Grove Plaza, LLC and the Surviving Company in accordance with the provisions of the Florida Revised Limited Liability Company Act and shall be filed with the Florida Department of State.

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2. The Surviving Company has agreed to pay to any members of any limited liability company with appraisal rights the amount to which such members are entitled under the provisions of Sections 605.1006 and 605.101 through 605.1072 of the Florida Revised Limited Liability Company Act.


Executed this 11 day of July, 2016.

**BDG GROVE PLAZA, LLC, a Florida limited liability company**

By: Macmillan Real Estate, LLC, a Florida limited liability company, its Manager

By:   
Daniel Alonso, Manager

**MACMILLAN REAL ESTATE, LLC, a Florida limited liability company**

By:   
Daniel Alonso, Manager