

DEC-05-2014 FRI 12:42 PM

WARD, DAMON

FAX No. 5618423626

P.002

Division of Corporations

Page 1 of 2

L14000180485

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H14000281119 3)))



H140002811193ABC.

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : WARD, DAMON & POSNER, P.A.
Account Number : 072262000447
Phone : (561) 842-3000
Fax Number : (561) 842-3626

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

Email Address: puard@warddamon.com

RECEIVED

14 DEC -5 PM 1:06

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

29th Avenue Holdings, LLC

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 01 |
| Estimated Charge | \$50.00 |

Merger
CA 12/8/14

Electronic Filing Menu

Corporate Filing Menu

Help

(H140002811193)

FILED
CLERK OF STATE
NEW YORK
DEC-5 2014 3:59 PM

ARTICLES OF MERGER
(Pursuant to Florida Statutes Section 605.1025 of
Florida Revised Limited Liability Company Act)

Articles of Merger dated December 4, 2014, between 29th Avenue Holdings, LLC, a New York Limited Liability Company, hereinafter referred to as the "Absorbed Company," and 29th Avenue Holdings, LLC, a Florida limited liability company, hereinafter referred to as the "Surviving Company".

RECITALS

A. Absorbed Company is a limited liability company organized under the laws of the State of New York, and

B. Surviving Company is a limited liability company organized under the laws of the State of Florida; and

C. The purpose of the merger is effectuate a change in the place of organization of the Absorbed Company to the State of Florida as part as of a Type "F" reorganization under Section 368(a)(1)(F) of the Internal Revenue Code, and for no other purpose.

NOW, THEREFORE, in accordance with Section 605.1025, Florida Statutes, the following Articles of Merger are hereby adopted:

1. Absorbed Company and Surviving Company, being validly and legally formed under the laws of the State of New York and the State of Florida, respectively, have adopted a Plan of Merger.

2. The Surviving Company is an existing Florida limited liability company; there will be no change to its public organic record.

3. All members of the Absorbed Company have approved the merger and have agreed to become members of the Surviving Company; no appraisal rights were required.

(H140002811193)

(H140002811193)

4. The Plan of Merger was adopted by the Members and Manager of Absorbed Company on December 4, 2014.

5. The Plan of Merger was adopted by the Members and Manager of Surviving Company, a Florida limited liability company, on December 4, 2014.

6. The Plan of Merger of the Absorbed Company and the Surviving Company were adopted pursuant to Chapter 605, Florida Statutes.

7. The name of the Surviving Company is 29th Avenue Holdings, LLC, a Florida limited liability company.

8. The Effective Date of the Plan of Merger shall be the date upon which the Articles of Merger are filed with the Department of State of the State of Florida.

9. No changes in the Articles of Organization of the Surviving Company have been made.

Dated: December 4, 2014.

ABSORBED COMPANY:

29TH AVENUE HOLDINGS, LLC,
a New York Limited Liability Company

By: 
Marilyn Kessler, Manager

SURVIVING CORPORATION:

29TH AVENUE HOLDINGS, LLC
a Florida limited liability company

By: 
Marilyn Kessler, Manager

(H140002811193)