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MERGER OR SHARE EXCHANGE 29th Avenue Holdings, LLC

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Help

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## **ARTICLES OF MERGER**

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

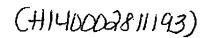
Articles of Merger dated December 4, 2014, between 29th Avenue Holdings, LLC, a New York Limited Liability Company, hereinafter referred to as the "Absorbed Company," and 29th Avenue Holdings, LLC, a Florida limited liability company, hereinafter referred to as the "Surviving Company".

## 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:

- 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.
- 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.



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

Manilyn Kessler, Manager

SURIVING CORPORATION:

29TH AVENUE HOLDINGS, LLC a Florida limited liability company

Marilyn Kessler, Manager

Page 2 of 2

29th Avenue Holdings, LLC Articles of Merger

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