

L15000017233

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

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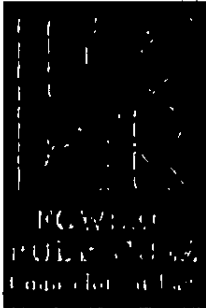


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17 MAY 24 AM 11:27

Merger
JUN 05 2017
R. WHITE



Dayli Betancourt, Corporate Paralegal
E-mail: dbetancourt@frfirm.com
Direct Line: (786) 364-8480
Fax (786) 364-8401

May 23, 2017

Via FedEx
Amendment Section
Division of Corporations
Clifton Building
2661 Execution Center Circle
Tallahassee, FL 32301
Phone: 850-245-6050

Ref. Merger Documents

Enclosed please find the Merger documents for One Room West Brickell, LLC into Brickell West Hotel Properties Investments, LLC:

- Check number 1451 in the amount of \$50.00 payable to the Florida Department of State;
- Merger Form;
- Certificate of Merger;
- Plan of Merger;
- Articles of Merger;
- Written Consent of the Members of One Room West Brickell, LLC;
- Written Consent of the Members of Brickell West Hotel Properties Investments, LLC.

Sincerely,

Dayli Betancourt
Corporate Paralegal

COUNSELORS AT LAW

MIAMI • 355 ALHAMBRA CIRCLE, SUITE 801, CORAL GABLES, FLORIDA 33134 • PHONE: (786) 364-8400 • FAX: (786) 364-8401

NEW ORLEANS • HOUSTON • MIAMI • MOBILE • BOGOTA • GULFPORT • CARTAGENA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ONE ROOM WEST BRICKELL, LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

DAYLI BETANCOURT

Contact Person

FOWLER RODRIGUEZ, LLP

Firm/Company

355 ALHAMBRA CIRCLE SUITE 801

Address

CORAL GABLES, FL 33134

City, State and Zip Code

DBETANCOURT@FRFIRM.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DAYLI BETANCOURT at (786) 364-8480

Name of Contact Person

Area Code

Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

CR2E080 (2/14)

**Articles of Merger
For
Florida Limited Liability Company**

FILED - MAY 26
17 MAY 24 PM 1:25

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>
BRICKELL WEST HOTEL PROPERTIES	FLORIDA	LLC L13000069042 AK 4/27/17
INVESTMENTS, LLC		

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>
ONE ROOM WEST BRICKELL, LLC	FLORIDA	LLC L15000017233 AK 4/27/17

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 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:

MAY 22, 2017

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

Typed or Printed
Name of Individual:

ONE ROOM WEST BRICKELL, LLC

ANTONIO ORLANDO

ONE ROOM WEST BRICKELL, LLC

JOSE RANGEL

BRICKELL WEST HOTEL PROPERTIES

ANTONIO ORLANDO

BRICKELL WEST HOTEL PROPERTIES

JOSE RANGEL

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

<u>Fees:</u>	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	<u>Certified Copy (optional):</u>	\$30.00

CERTIFICATE OF MERGER
OF
BRICKELL WEST HOTEL PROPERTIES INVESTMENTS, LLC
(a Florida limited liability company)
WITH AND INTO
ONE ROOM WEST BRICKELL, LLC
(a Florida limited liability company)

Pursuant to Sections 620.2108 and 607.1109 of the Florida Statutes, the undersigned corporations, organized and existing under and by virtue of the Florida Business Corporation Act, do hereby certify as follows:

FIRST: The exact name, entity type and jurisdiction of the constituent parties to this merger are as follows:

Name	Entity Type	Jurisdiction
ONE ROOM WEST BRICKELL, LLC	Limited liability company	Florida
BRICKELL WEST HOTEL PROPERTIES INVESTMENTS, LLC	Limited liability company	Florida

SECOND: The Articles of Merger and Plan of Merger, dated as of May ____, 2017 (the "Merger Agreement"), by and among **One Room West Brickell, LLC**, a Florida limited liability company and **Brickell West Hotel Properties Investments, LLC**, a Florida limited liability company has been approved, adopted, executed and acknowledged by each of the constituent companies in accordance with Section 620.2108 and by written consent of their respective shareholder(s).

THIRD: The name of the company surviving the merger is **One Room West Brickell, LLC**; a Florida limited liability company (the "Surviving Company").

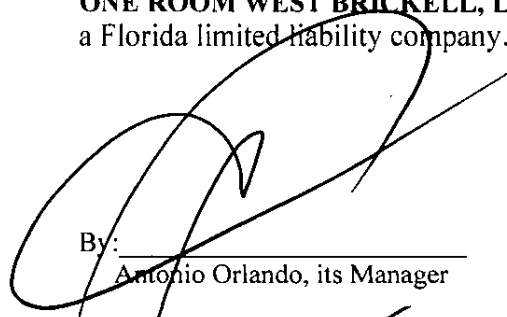
FOURTH: A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any shareholder of either company.

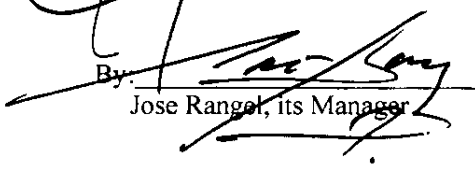
[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, all constituent companies have caused this Certificate of Merger to be executed and acknowledged on this 22 day of May 2017.

SURVIVING ENTITY:

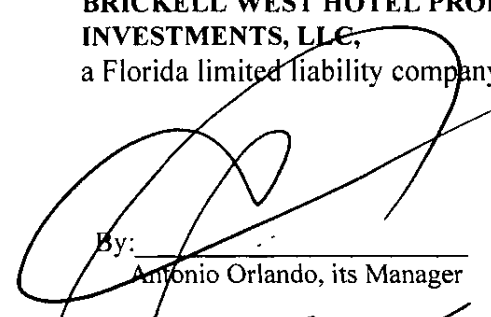
ONE ROOM WEST BRICKELL, LLC,
a Florida limited liability company.

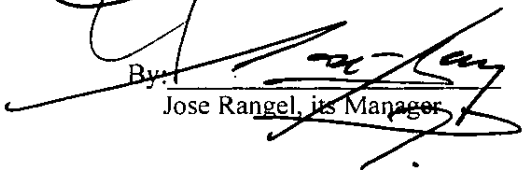
By: 
Antonio Orlando, its Manager

By: 
Jose Rangel, its Manager

MERGING ENTITY:

**BRICKELL WEST HOTEL PROPERTIES
INVESTMENTS, LLC,**
a Florida limited liability company.

By: 
Antonio Orlando, its Manager

By: 
Jose Rangel, its Manager

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103 and/or 608.4381, is being submitted in accordance with section(s) 607.1108, and/or 608.438 of the Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
ONE ROOM WEST BRICKELL, LLC	Florida
BRICKELL WEST HOTEL PROPERTIES INVESTMENTS, LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
ONE ROOM WEST BRICKELL, LLC	Florida

THIRD: The terms and conditions of the merger are as follows:

1. **One Room West Brickell, LLC and Brickell West Hotel Properties Investments, LLC** shall become a single company with **Brickell West Hotel Properties Investments, LLC** merging with and into **One Room West Brickell, LLC**, which shall be the surviving company.
2. The separate existence of **Brickell West Hotel Properties Investments, LLC** shall cease in accordance with the laws of the State of Florida.
3. Upon the merger becoming effective, all property, rights, privileges, and assets of every kind of **Brickell West Hotel Properties Investments, LLC** shall be transferred to, vested in and devolved into **One Room West Brickell, LLC** without further act or deed and all property rights and every other interests of **Brickell West Hotel Properties Investments, LLC** shall be the property of **One Room West Brickell, LLC**.
4. All corporate acts, plans, policies, contracts, approvals and authorizations of **Brickell West Hotel Properties Investments, LLC**, and its members, officers and agents, which were valid and effective immediately prior to the effective date, shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of **One Room West Brickell, LLC** and shall be effective and binding thereon as the same were with respect to **Brickell West Hotel Properties Investments, LLC**.

5. The assets, liabilities, reserves and accounts of **Brickell West Hotel Properties Investments, LLC** shall be recorded on the books of **One Room West Brickell, LLC** in the amounts at which they, respectively, had been carried on the books of **Brickell West Hotel Properties Investments, LLC**, subject to such adjustments or elimination of intercompany items as may be appropriate in given effect to the merger.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each **Brickell West Hotel Properties Investments, LLC** membership interest issued and outstanding prior to the Effective Date shall be cancelled and extinguished and shall be converted into membership interests in **One Room West Brickell, LLC** at the Effective Date.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

All rights to acquire membership interests in **Brickell West Hotel Properties Investments, LLC** prior to the Effective Date shall be cancelled and extinguished and shall convert into rights to acquire membership interest in **One Room West Brickell, LLC**.

FIFTH: If a limited liability company is the surviving entity, the name and address of the manager, managing member are as follows:

Antonio Orlando
Manager
1444 Biscayne Blvd.
Suite 303
Miami, Florida 33132

SIXTH: Other provisions, if any, relating to merger:

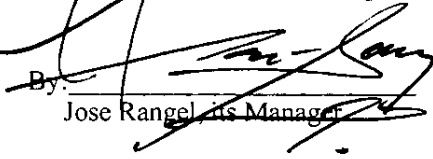
It is intended that the transaction described herein be a statutory merger, and that such merger shall qualify as a reorganization within the definition of Subparagraphs (a) (1) (A) of Section 368 of the Internal Revenue Code, as amended.

Dated this 22 day of May, 2017.

Surviving Entity

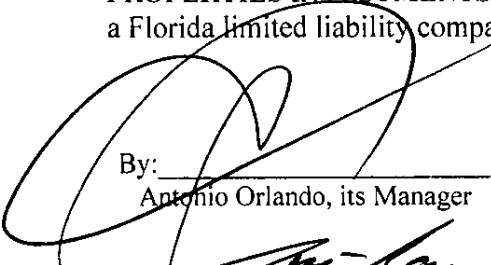
ONE ROOM WEST BRICKELL, LLC,
a Florida limited liability company

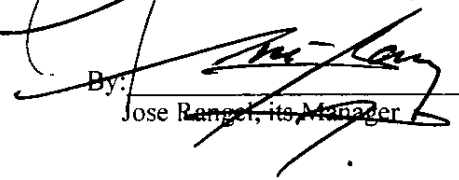
By: 
Antonio Orlando, its Manager

By: 
Jose Rangel, its Manager

Merging Entity

**BRICKELL WEST HOTEL
PROPERTIES INVESTMENTS, LLC,**
a Florida limited liability company

By: 
Antonio Orlando, its Manager

By: 
Jose Rangel, its Manager

ARTICLES OF MERGER

The following articles of merger are being submitted pursuant to section 605.1025 of the Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. ONE ROOM WEST BRICKELL, LLC 1444 Biscayne Blvd. Suite 303 Miami, Florida 33132	Florida	Limited Liability Company

Florida Document/Registration Number: L15000017233

2. BRICKELL WEST HOTEL PROPERTIES INVESTMENTS, LLC 1444 Biscayne Blvd. Suite 303 Miami, Florida 33132	Florida	Limited Liability Company
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Florida Document/Registration Number: L13000069042

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. ONE ROOM WEST BRICKELL, LLC 1444 Biscayne Blvd. Suite 303 Miami, Florida 33132	Florida	Limited Liability Company

Florida Document/Registration Number: L15000017233

THIRD: The Attached Plan of Merger meets the requirements of section 605.1025 of the Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter 605, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entities that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: The surviving entity **One Room West Brickell, LLC** hereby appoints Registered Agent Corporate Services as its agent for service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting

shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: The surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section 605.1025 of the Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent to each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section 605.1025 of the Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with the Florida Department of State.

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

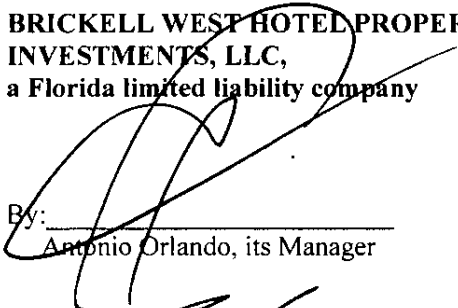
ELEVENTH: The name of the company surviving the merger is **One Room West Brickell, LLC**; a Florida limited liability company (the "Surviving Company").

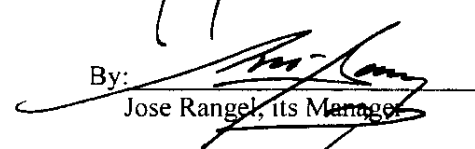
[Signatures Page Follows]

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the date written below:

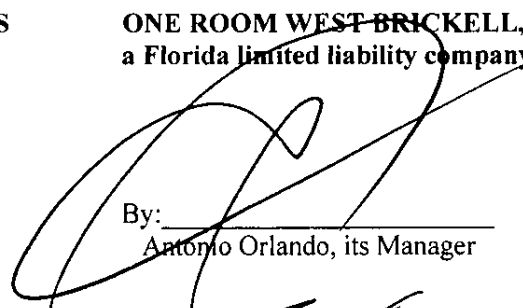
Dates this 22 day of May 2017.

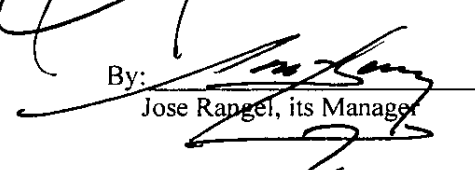
**BRICKELL WEST HOTEL PROPERTIES
INVESTMENTS, LLC,
a Florida limited liability company**

By: 
Antonio Orlando, its Manager

By: 
Jose Rangel, its Manager

**ONE ROOM WEST BRICKELL, LLC,
a Florida limited liability company**

By: 
Antonio Orlando, its Manager

By: 
Jose Rangel, its Manager

WRITTEN RESOLUTIONS OF THE MEMBERS OF

ONE ROOM WEST BRICKELL, LLC

The undersigned, being all the Members of record ("Member") of **One Room West Brickell, LLC**, a Florida limited liability company (the "Company"), do hereby approve and ratify the following resolutions in lieu of a meeting:

RESOLVED, that the undersigned Members approve and ratify that certain Articles of Merger by and between the Company and **Brickell West Hotel Properties Investments, LLC**, a Florida limited liability company, with an effective date of May 22, 2017, and all exhibits thereto (that agreement, the "Merger") and all of the transactions contemplated therein are hereby adopted, approved, ratified and confirmed;

RESOLVED, The name of the company surviving the merger is **One Room West Brickell, LLC**; a Florida limited liability company (the "Surviving Company").

RESOLVED, that the undersigned Members empower, authorize and direct ANTONIO ORLANDO and JOSE RANGEL, the Managers of the Company, to execute the Merger in the name and on behalf of the Company.

RESOLVED FURTHER, that all actions heretofore taken, by the Managers and the Member, on behalf of the Company are hereby adopted, approved, ratified and confirmed in all respects.

AND, RESOLVED that these Resolutions may be executed in counterparts, each one of which is considered an original, but all of which constitute one and the same instrument, and may be executed by facsimile signature or by other electronic means, such as portable document format (.pdf) file, which shall constitute a legal and valid signature for purposes hereof.

[SIGNATURES ON FOLLOWING PAGE]

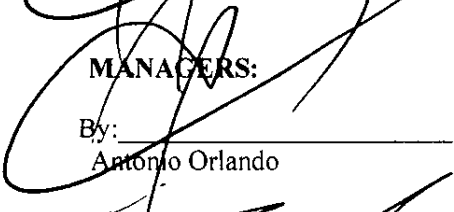
IN WITNESS WHEREOF, the undersigned Members have executed this written consent to action effective as of the 22 day of May 2017.

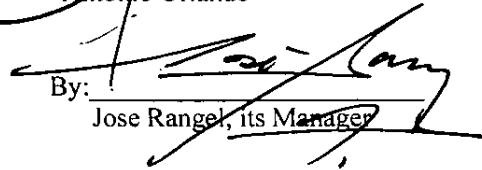
MEMBER:

ONE ROOM WPB EAST HOTEL,
a Florida limited liability company

By: 
Antonio Orlando

MANAGERS:

By: 
Antonio Orlando

By: 
Jose Rangel, its Manager

**WRITTEN RESOLUTIONS OF THE MEMBER OF
BRICKELL WEST HOTEL PROPERTIES INVESTMENTS, LLC**

The undersigned, being the Sole Member of record ("Member") of **Brickell West Hotel Properties Investments, LLC**, a Florida limited liability company (the "Company"), does hereby approve and ratify the following resolutions in lieu of a meeting:

RESOLVED, that the undersigned Member approves and ratifies that certain Articles of Merger by and between the Company and **One Room West Brickell, LLC**, a Florida limited liability company, with an effective date of _____, 2015, and all exhibits thereto (that agreement, the "Merger") and all of the transactions contemplated therein are hereby adopted, approved, ratified and confirmed;

RESOLVED, The name of the company surviving the merger is **One Room West Brickell, LLC**; a Florida limited liability company (the "Surviving Company").

RESOLVED, that the undersigned Member empowers, authorizes and directs ANTONIO ORLANDO and JOSE RANGEL, the Managers of the Company, to execute the Merger in the name and on behalf of the Company.

RESOLVED FURTHER, that all actions heretofore taken, by the Managers and the Member, on behalf of the Company are hereby adopted, approved, ratified and confirmed in all respects.

IN WITNESS WHEREOF, the undersigned Member has executed this written resolution effective as of the 22 day of May, 2017.

MEMBER

ONE ROOM WEST BRICKELL, LLC
a Florida limited liability company

By: _____
Antonio Orlando

MANAGERS:

By: _____
Antonio Orlando

By: _____
Jose Rangel