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Merger  
JUN 23 2017

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Wynwood Doors, LLC  
\_\_\_\_\_  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Paul Cummings, Esq.  
\_\_\_\_\_  
Contact Person

Weiner & Cummings, P.A.  
\_\_\_\_\_  
Firm/Company

1428 Brickell Ave., 4th Floor  
\_\_\_\_\_  
Address

Miami, FL 33131  
\_\_\_\_\_  
City/State and Zip Code

paul@wevlaw.com; ac@wevlaw.com  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Andrew Cummings, Esq.                      At ( 305 ) 371-7800 x107  
\_\_\_\_\_  
Name of Contact Person                      Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

## **ARTICLES OF MERGER**

The following Articles of Merger are submitted in accordance with Sections 605.1022 and 605.1025 of the Florida Statutes as of June 13, 2017.

### **FIRST:**

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

**260 NW 26TH STREET, LLC**, a Florida limited liability company

Address: c/o Goldman Properties  
2214 NW 1<sup>st</sup> Place  
Miami, Florida 33127

Document #: L15000094205

### **SECOND:**

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

**WYNWOOD DOORS, LLC**, a Florida limited liability company

Address: c/o Goldman Properties  
2214 NW 1<sup>st</sup> Place  
Miami, Florida 33127

Document #: L15000094147

### **THIRD:**

The Agreement and Plan of Merger, attached hereto as Exhibit A, meets the requirements of Section 605.1022, Florida Statutes, and was approved by each of 260 NW 26TH STREET, LLC and WYNWOOD DOORS, LLC in accordance with the applicable provisions of Chapter 605, Florida Statutes.

### **FOURTH:**

The merger shall become effective upon the filing of these Articles of Merger with the Florida Secretary of State.

**{Signature(s) on following page(s).}**

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the date first above written.

**MERGING ENTITY:**

260 NW 26TH STREET, LLC,  
a Florida limited liability company

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

*J. Gold*  
*Janet Goldman*

**SURVIVING ENTITY:**

WYNWOOD DOORS, I.L.C.,  
a Florida limited liability company

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

*J. Gold*  
*Janet Goldman*

**EXHIBIT A**  
**AGREEMENT AND PLAN OF MERGER**

See attachment.

## **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") is executed, adopted and approved as of June 13, 2017, by and between 260 N.W. 26TH STREET, LLC, a Florida limited liability company (the "Merging Entity"), and WYNWOOD DOORS, LLC, a Florida limited liability company (the "Surviving Entity").

WHEREAS, all of the members of the Merging Entity and all of the members of the Surviving Entity have determined that it is advisable and in the best interests of each entity and its respective members that the Merging Entity be merged with and into the Surviving Entity on the terms and subject to the conditions set forth herein (the "Merger").

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

### **ARTICLE I**

#### **The Merger**

At the Effective Time (as defined in Article VI hereof), the Merging Entity shall be merged with and into the Surviving Entity in accordance with the Florida Revised Limited Liability Company Act, as amended, and the separate existence of the Merging Entity shall cease and the Surviving Entity shall thereafter continue as the surviving entity under the laws of the State of Florida.

### **ARTICLE II**

#### **The Surviving Company**

At the Effective Time, the Articles of Organization of the Surviving Entity, as in effect immediately prior to the Effective Time (the "Articles of Organization"), shall be the Articles of Organization of the Surviving Entity.

At the Effective Time, the Operating Agreement of the Surviving Entity (the "Operating Agreement"), as in effect immediately prior to the Effective Time, shall be the Operating Agreement of the Surviving Entity, until thereafter altered, amended or repealed in accordance with applicable laws, the Articles of Organization and the Operating Agreement.

### **ARTICLE III**

#### **Manner and Basis of Converting Membership Interests**

At the Effective Time, (i) all of the outstanding membership interests of the Merging Entity shall be surrendered and canceled, and no additional membership interests of the Surviving Entity or other property will be issued in exchange therefor, and (ii) all of the outstanding membership interests of the Surviving Entity shall remain outstanding, and the current members

of the Surviving Entity shall continue to own the same membership interests of the Surviving Entity as immediately prior to the Effective Date.

#### **ARTICLE IV**

##### **Approval**

The Merger contemplated by this Plan has previously been submitted to and unanimously approved by the respective members of the Merging Entity and the Surviving Entity.

#### **ARTICLE V**

##### **Effect of Merger**

At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Entity shall vest in the Surviving Entity, and all liabilities and obligations of the Merging Entity shall become liabilities and obligations of the Surviving Entity.

#### **ARTICLE VI**

##### **Effective Time**

As used in this Plan, the term “Effective Time” shall mean the date and time of filing of the Articles of Merger of the Merging Entity with and into the Surviving Entity with the Department of State of the State of Florida, with respect to the Merger.

[--Remainder of Page Intentionally Left Blank--]

[--Signature Page to Follow--]

IN WITNESS WHEREOF, the undersigned have executed this Plan as of the date first above written.

**MERGING ENTITY:**

260 N.W. 26TH STREET, LLC, a Florida  
limited liability company

By: \_\_\_\_\_

Name: Janet Goldman

Title: Authorized Signatory

**SURVIVING ENTITY:**

WYNWOOD DOORS, LLC, a Florida  
limited liability company

By: \_\_\_\_\_

Name: Janet Goldman

Title: Authorized Signatory