

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.

((H16000189936 3)))



H160001899363ABCA

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

**\*RE-SUBMIT\***

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

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 205-8842  
Fax Number : (850) 878-5368

Please retain original filing date of submission 8/4

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

Email Address: \_\_\_\_\_

**MERGER OR SHARE EXCHANGE  
CASTLETON EXCHANGE LLC**

Certificate of Status	0
Certified Copy	0
Page Count	11
Estimated Charge	\$77.50

\*\*\*Attn: Darlene Connell\*\*\*

Electronic Filing Menu

Corporate Filing Menu

Help

8/10/2016 10:57:24 AM From: To: 8506176380( 2/12 )



August 5, 2016

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CASTLETON EXCHANGE LLC  
320 N. MAIN STREET  
SUITE 200  
ANN ARBOR, MI 48104

SUBJECT: CASTLETON EXCHANGE LLC  
REF: L15000104948

**\*RE-SUBMIT\***

Please retain original filing  
date of submission 8/4

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell  
Regulatory Specialist III

FAX Aud. #: H16000189936  
Letter Number: 516A00016567

RECEIVED  
16 AUG 10 AM 11:05  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

8/10/2016 10:57:24 AM From: To: 8506176380( 4/12 )

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

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>
Castleton Shopping Center Ltd.	Indiana	Limited Partnership
Limited Partnership		
CASTLETON EXCHANGE LLC	Florida	Limited Liability Company

**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>
CASTLETON EXCHANGE LLC	Florida	Limited Liability Company

**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).

FILED  
16 AUG -4 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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 limited 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:

**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:

Castleton Shopping Center Ltd. Limited Partnership

Albert M. Beniz

Castleton Exchange LLC

Albert M. Beniz

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

**Fees:** 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

**Certified Copy (optional):**

\$30.00

**RESOLUTIONS OF  
CASTLETON SHOPPING CENTER LTD. LIMITED PARTNERSHIP**

The undersigned, being the sole general partner of **CASTLETON SHOPPING CENTER LTD. LIMITED PARTNERSHIP**, an Indiana limited partnership (the "**Partnership**"), hereby consents to and authorizes the following actions:

RESOLVED, that the Partnership, through the undersigned, is hereby authorized and directed to (i) merge with and into Castleton Exchange LLC, a Florida limited liability company (the "**Company**") as soon as practicable, with the Company being the survivor, pursuant to an Agreement and Plan of Merger substantially in the form of Exhibit A attached hereto, which is hereby adopted; and (ii) execute and deliver any and all documents, instruments or agreements necessary or required in order to effectuate the foregoing, including, but not limited to, the Articles of Merger.

FURTHER RESOLVED, that the Partnership, through the undersigned, is hereby authorized and directed, to execute and deliver such other documents, and to take such other actions as the undersigned, in its sole discretion, may deem appropriate in order to consummate the transactions contemplated herein, and all documents heretofore or hereafter executed and all actions heretofore or hereafter taken by the undersigned are hereby ratified and confirmed and shall be fully binding and enforceable upon this Partnership.

8/10/2016 10:57:24 AM From: To: 8506176380( 7/12 )

**SIGNATURE PAGE TO  
RESOLUTIONS OF  
CASTLETON SHOPPING CENTER LTD. LIMITED PARTNERSHIP**

FURTHER RESOLVED, that facsimile or electronic signatures on these resolutions shall be deemed to constitute original signatures.

GPR MCKINLEY MANAGER LLC,  
a Michigan limited liability company

Dated: 8/3, 2016

By: 

Albert M. Berriz, Manager

8/10/2016 10:57:24 AM From: To: 8506176380( 8/12 )

**RESOLUTIONS OF  
CASTLETON EXCHANGE LLC**

The undersigned, being the manager of **CASTLETON EXCHANGE LLC**, a Florida limited liability company (the "**Company**"), hereby consents to and authorizes the following actions:

RESOLVED, that the Company, through the undersigned, is hereby authorized and directed to (i) merge with Castleton Shopping Center Ltd. Limited Partnership, an Indiana limited partnership, as soon as practicable, with the Company being the survivor, pursuant to an Agreement and Plan of Merger substantially in the form of Exhibit A attached hereto, which is hereby adopted; and (ii) execute and deliver any and all documents, instruments or agreements necessary or required in order to effectuate the foregoing, including, but not limited to, the Articles of Merger.

FURTHER RESOLVED, that the Company, through the undersigned, is hereby authorized and directed, to execute and deliver such other documents, and to take such other actions as the undersigned, in its sole discretion, may deem appropriate in order to consummate the transactions contemplated herein, and all documents heretofore or hereafter executed and all actions heretofore or hereafter taken by the undersigned are hereby ratified and confirmed and shall be fully binding and enforceable upon the Company.

8/10/2016 10:57:24 AM From: To: 8506176380( 9/12 )

**SIGNATURE PAGE TO  
RESOLUTIONS OF  
CASTLETON EXCHANGE LLC**

FURTHER RESOLVED, that facsimile or electronic signatures on these resolutions shall be deemed to constitute original signatures.

Dated: 8/3, 2016

GPR MCKINLEY MANAGER LLC,  
a Michigan limited liability company

By

Albert M. Berriz, Manager



8/10/2016 10:57:24 AM From: To: 8506176380( 10/12 )

**RESOLUTIONS OF  
GPR MCKINLEY MANAGER LLC**

The undersigned, being the managers of **GPR MCKINLEY MANAGER LLC**, a Michigan limited liability company ("**GPR**"), which is the sole general partner of **CASTLETON SHOPPING CENTER LTD. LIMITED PARTNERSHIP**, an Indiana limited partnership ("**LP**"), and the sole manager of **CASTLETON EXCHANGE LLC**, a Florida limited liability company (the "**LLC**"), hereby consents to and authorizes the following actions:

RESOLVED, that GPR, through either of its managers, is hereby authorized and directed to cause LP and LLC to (i) merge together as soon as practicable, with LLC being the survivor, pursuant to an Agreement and Plan of Merger substantially in the form of Exhibit A attached hereto, which is hereby adopted; and (ii) execute and deliver any and all documents, instruments or agreements necessary or required in order to effectuate the foregoing, including, but not limited to, the Articles of Merger.

FURTHER RESOLVED, that GPR, through either of its managers, is hereby authorized and directed to execute and deliver such other documents, and to take such other actions as either of its managers, in his/its sole discretion, may deem appropriate in order to consummate the transactions contemplated herein, and all documents heretofore or hereafter executed and all actions heretofore or hereafter taken by either of its managers are hereby ratified and confirmed and shall be fully binding and enforceable upon GPR.

EXHIBIT A

AGREEMENT AND  
PLAN OF MERGER

This Agreement and Plan of Merger (hereinafter called the "Plan") dated as of this \_\_\_\_ day of \_\_\_\_\_, 2016, between CASTLETON SHOPPING CENTER LTD. LIMITED PARTNERSHIP, an Indiana limited partnership (the "**Company**"), and CASTLETON EXCHANGE LLC, a Florida limited liability company (the "**Survivor**").

1. Merger. The Company shall be merged with and into the Survivor in accordance with the laws of the States of Indiana and Florida.

2. Cessation of Business. As soon as practicable, the Company shall cease to be a going concern and all of its assets and liabilities shall become assets and liabilities of the Survivor.

3. Effect on Partnership Interest. At the effective time of the Merger, each partners' interest in the Company by virtue of the Merger and without any action on the part of the partners shall be converted into ownership interests of the Survivor.

4. Effect on Survivor. At the effective time of the Merger, each member of the Survivor shall continue to be a member of the Survivor with the same rights and ownership interests as immediately before the effective time of the Merger, subject to the terms of this Plan.

5. Charter Documents. The Articles of Organization, as amended, of the Survivor, as in effect immediately before the effective time of the Merger shall continue to be its Articles of Organization, as amended, until duly altered or amended.

6. Power of the General Partner. The General Partner of the Company is hereby authorized to do or to authorize any and all acts and things as provided for in the Plan, to do or to authorize further acts and things as it may deem necessary or desirable to carry out the purposes of the Plan, including the execution and filing of all such certificates, documents, information, returns and other papers which may be necessary or appropriate to effectuate the merger of the Company and the distribution of the Company's assets to the Survivor in accordance with the law.

7. Power of the Manager. The Manager of the Survivor is hereby authorized to do and to authorize any and all acts and things as provided for in the Plan, to do or to authorize further acts and things as he may deem necessary or desirable to carry out purposes of the Plan, including the execution and filing of all such certificates, documents, information, returns and other papers which may be necessary or appropriate to effectuate the Merger of the Survivor in accordance with the law.

8/10/2016 10:57:24 AM From: To: 8506176380( 12/12 )

8. Name and Address of Manager. The name and address of the Manager of the Survivor is: GPR McKinley Manager LLC, 320 N. Main Street, Suite 200, Ann Arbor, MI 48104.

N WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger this 8<sup>th</sup> day of August, 2016.

CASTLETON EXCHANGE LLC,  
a Florida limited liability company

BY: GPR MCKINLEY MANAGER LLC,  
a Michigan limited liability company  
its sole manager

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

Albert M. Berriz  
Manager

CASTLETON SHOPPING CENTER LTD.  
LIMITED PARTNERSHIP,  
an Indiana limited partnership

By: GPR MCKINLEY MANAGER LLC,  
a Michigan limited liability company,  
its general partner

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

Albert M. Berriz  
Manager