

L15000143349

Florida Department of State

Division of Corporations

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Division of Corporations

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**MERGER OR SHARE EXCHANGE
TRISIB CAPITAL PARTNERS, LLC**

Certificate of Status	0
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11/23/2015 10:04:18 AM From: To: 8506176380(2/14)

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Trisib Capital Partners, 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:

Diane S. Williams, Sr. Paralegal

Contact Person

DLA Piper LLP (US)

Firm/Company

6225 Smith Avenue

Address

Baltimore, MD 21209

City, State and Zip Code

diane.williams@dlapiper.com

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

For further information concerning this matter, please call:

Diane S. Williams, Sr. Paralegal

at (410) 580-4423

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)

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DIVISION OF CORPORATE FILINGS

Articles of Merger
For
Florida Limited Liability Company

15 NOV 23 AM 10:25

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>
T Managers, LLC	Maryland	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>
L15000143349 TRISIB Capital Partners, 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).

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FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable) 15 NOV 23 AM 10: 25

- ☒ 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.

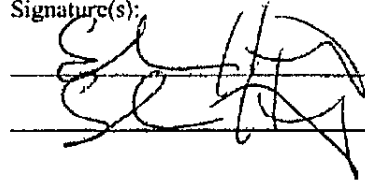
SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

T Managers, LLC

TRISIB Capital Partners, LLC

Signature(s):



Typed or Printed
Name of Individual:

Steven L. Hurwitz, Manager

Steven L. Hurwitz, Manager

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

AGREEMENT AND PLAN OF MERGER

by and between

T Managers, LLC,
a Maryland limited liability company,
as the merged limited liability company

and

TRISIB Capital Partners, LLC,
a Florida limited liability company,
as the surviving limited liability company

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15 NOV 23 AM 10:25

THIS AGREEMENT AND PLAN OF MERGER (this "**Agreement**"), dated as of August 26, 2015, is made by and between T Managers, LLC, a Maryland limited liability company (the "**Merging LLC**"), and TRISIB Capital Partners, LLC, a Florida limited liability company (the "**Surviving LLC**").

EXPLANATORY STATEMENTS

WHEREAS, Merging LLC was formed as a Maryland limited liability company pursuant to the filing of Articles of Organization with the Maryland State Department of Assessments and Taxation (the "**SDAT**") on September 3, 2009;

WHEREAS, Surviving LLC was formed as a Florida limited liability company pursuant to the filing of Articles of Organization with the Florida Department of State (the "**Department of State**") on August 20, 2015;

WHEREAS, Section 4A-701(a)(2) of the Maryland Limited Liability Company Act (the "**MD LLC Act**"), authorizes the merger of a Maryland limited liability company with and into a Florida limited liability company;

WHEREAS, Section 605.1021(1)(a) of the Florida Revised Limited Liability Company Act (the "**FL LLC Act**"), authorizes the merger of a Maryland limited liability company with and into a Florida limited liability company; and

WHEREAS, Surviving LLC desires to acquire the properties and other assets, and to assume all of the liabilities and obligations, of Merging LLC by means of a merger of Merging LLC with and into Surviving LLC.

NOW, THEREFORE, in consideration of the premises and the mutual agreements hereinafter set forth, the parties hereby agree as follows:

ARTICLE I **THE MERGER**

SECTION 1.01. The Merger.

(a) Surviving LLC, which shall be the surviving entity, shall merge with Merging LLC (the "**Merger**") and together with Merging LLC shall file (i) Articles of Merger in the form attached hereto as **Exhibit A** (the "**MD Articles of Merger**") with the SDAT and make all other filings or recordings required by the MD LLC Act in connection with the Merger and (ii) Articles of Merger in the form attached hereto as **Exhibit B** (the "**FL Articles of Merger**") with the Department of State and make all other filings or recordings required by the FL LLC Act in connection with the Merger. The Merger shall become effective at such time as is specified in the FL Articles of Merger and the MD Articles of Merger (the "**Effective Time**").

(b) At the Effective Time, Merging LLC shall be merged with and into Surviving LLC, whereupon the separate existence of Merging LLC shall cease, and Surviving LLC shall be the surviving entity of the Merger in accordance with Section 605.1026 of the FL LLC Act.

(c) TRISIB GST 2015 Trust is the sole member of each of Merging LLC and Surviving LLC. Accordingly, the manner and basis of converting or exchanging outstanding limited liability company interests of Merging LLC into units of limited liability company interest of Surviving LLC is as follows:

- (i) Each outstanding unit of limited liability company interest of Surviving LLC on the Effective Date shall continue, without change, to be an outstanding unit of limited liability company interest of Surviving LLC.
- (ii) Each outstanding limited liability company interest of Merging LLC shall, on the Effective Time and without further act, be deemed to be surrendered by its holder and liquidated and canceled by Merging LLC, to be of no further force or effect.

ARTICLE II **THE SURVIVING LLC**

SECTION 2.01. Articles of Organization and Operating Agreement. The Articles of Organization and Operating Agreement of Surviving LLC in effect at the Effective Time shall

be the Articles of Organization and Operating Agreement of the Surviving LLC unless and until amended in accordance with their terms and the FL LLC Act.

ARTICLE III

TRANSFER OF ASSETS AND ASSUMPTION OF LIABILITIES

SECTION 3.01. Transfer, Conveyance and Assumption. At the Effective Time, Surviving LLC shall continue in existence as the Surviving LLC, and without further transfer, succeed to and possess all of the rights, privileges and powers of Merging LLC, and all of the assets and property of whatever kind and character of Merging LLC shall vest in Surviving LLC without further act or deed; thereafter, Surviving LLC, as the surviving limited liability company, shall be liable for all of the liabilities and obligations of Merging LLC, and any claim or judgment against Merging LLC may be enforced against Surviving LLC, as the surviving limited liability company, in accordance with Section 605.1026 of the FL LLC Act.

SECTION 3.02. Further Assurances. If at any time Merging LLC shall consider or be advised that any further assignment, conveyance or assurance is necessary or advisable to vest, perfect or confirm of record in the Surviving LLC the title to any property or right of Merging LLC, or otherwise to carry out the provisions hereof, the proper representatives of Merging LLC as of the Effective Time shall execute and deliver any and all proper deeds, assignments, and assurances and do all things necessary or proper to vest, perfect or convey title to such property or right in the Surviving LLC, and otherwise to carry out the provisions hereof.

ARTICLE IV

TERMINATION

SECTION 4.01. Termination. This Agreement may be terminated and the Merger may be abandoned at any time prior to the Effective Time only by mutual written consent of Merging LLC and Surviving LLC, which consent shall be duly executed by an authorized representative of each of Merging LLC and Surviving LLC.

SECTION 4.02. Effect of Termination. If this Agreement is terminated pursuant to Section 4.01, this Agreement shall become void and of no effect with no liability on the part of either party hereto.

ARTICLE V

MISCELLANEOUS

SECTION 5.01. Amendments; No Waivers.

(a) Any provision of this Agreement may, subject to applicable law, be amended or waived prior to the Effective Time if, and only if, such amendment or waiver is in writing and signed by an authorized representative of each of Merging LLC and Surviving LLC.

(b) No failure or delay by any party hereto in exercising any right, power or privilege hereunder shall operate as a waiver thereof nor shall any single or partial exercise thereof preclude any other or further exercise thereof or the exercise of any other right, power or privilege. The rights and remedies herein provided shall be cumulative and not exclusive of any rights or remedies provided by law.

SECTION 5.02. Integration. All prior or contemporaneous agreements, contracts, promises, representations, and statements, if any, between Merging LLC and Surviving LLC, or their representatives, are merged into this Agreement, and this Agreement shall constitute the entire understanding between Merging LLC and Surviving LLC with respect to the subject matter hereof.

SECTION 5.03. Successors and Assigns. The provisions of this Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

SECTION 5.04. Governing Law. This Agreement shall be construed in accordance with and governed by the laws of the State of Florida, without giving effect to principles of conflicts of law.

SECTION 5.05. Counterparts; Effectiveness. This Agreement may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. This Agreement shall become effective when each party hereto shall have received the counterpart hereof signed by the other party hereto.

[Signatures appear on the following page.]

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

15 NOV 23 AM 10:25

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed, under seal, by their respective authorized representatives as of the date first above written.

WITNESS:

Anna Bandarenko

MERGING LLC:

T MANAGERS, L.L.C.,
a Maryland limited liability company

By: SLH (SEAL)
Steven L. Hurwitz, Manager

SURVIVING LLC:

TRISTB CAPITAL PARTNERS, LLC,
a Florida limited liability company

Anna Bandarenko

By: SLH (SEAL)
Steven L. Hurwitz, Manager

11/23/2015 10:04:18 AM From: To: 8506176380(10/14)

EXHIBIT A

MD ARTICLES OF MERGER

(See attached)

ARTICLES OF MERGER

MERGING

T MANAGERS, LLC

(a limited liability company of the State of Maryland)

INTO

TRISIB CAPITAL PARTNERS, LLC

(a limited liability company of the State of Florida)

Trisib Capital Partners, LLC a limited liability company organized and existing under the laws of the State of Florida (the "Surviving LLC"), and T Managers, LLC, a limited liability company organized and existing under the laws of the State of Maryland (the "Merging LLC"), do hereby certify that:

FIRST: The Surviving LLC and the Merging LLC, agree to merge.

SECOND: The Surviving LLC, a limited liability company organized and existing under the laws of the State of Florida, shall survive the merger and shall continue under the name TRISIB Capital Partners, LLC.

THIRD: The parties to the Articles of Merger are TRISIB Capital Partners, LLC, a limited liability company organized on the 20th day of August, 2015, under the Florida Revised Limited Liability Company Act, which company is not qualified or registered to do business in the State of Maryland, and T Managers, LLC, a limited liability company organized and existing under the laws of the State of Maryland.

FOURTH: All of the issued and outstanding limited liability company interests of the Surviving LLC and Merging LLC are owned by the same party. Accordingly, the manner and basis of converting or exchanging the issued and outstanding limited liability company interests of Merging LLC into units of limited liability company interest of Surviving LLC is as follows:

- (i) Each outstanding limited liability company interest of Surviving LLC on the Effective Date shall continue, without change, to be an outstanding unit of limited liability company interest of Surviving LLC.
- (ii) Each outstanding limited liability company interest of Merging LLC shall, on the Effective Time and without further act, be deemed to be surrendered by its holder and liquidated and canceled by Merging LLC, to be of no further force or effect.

FIFTH: The principal office of the Merging LLC, organized under the laws of the State of Maryland, is located in the County of Baltimore, State of Maryland.

SIXTH: The Merging LLC does not own any property in the State of Maryland, and the Surviving LLC does not own any property in the State of Maryland.

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SEVENTH: The location of the principal office of the Surviving LLC in the State of Florida, the state of its formation, is 8230 210th Street South, Boca Raton, Florida 33433, and the name and post office address of the resident agent of the Surviving LLC in Florida is Martin Pechter, 8230 210th Street South, Boca Raton, Florida 33433.

EIGHTH: The terms and conditions of the merger transaction as set forth in these Articles of Merger were advised, authorized and approved by Merging LLC, in the manner and by the vote required by its Operating Agreement and the laws of Maryland. The manner in which the merger was approved is as follows: the merger was duly approved by the sole member and sole manager of the Merging LLC by the adoption on August 26, 2015 of resolutions declaring that the merger herein proposed was advisable substantially upon the terms and conditions set forth in these Articles of Merger.

NINTH: The terms and conditions of the transaction as set forth in these articles were duly advised and authorized and approved by the Surviving LLC in the manner and by the vote required by the laws of the State of Florida and by the Operating Agreement of said company. The manner in which the merger was approved is as follows: the merger was duly approved by the sole member and sole manager of the Surviving LLC by the adoption on August 26, 2015 of resolutions declaring that the merger herein proposed was advisable substantially upon the terms and conditions set forth in these Articles of Merger.

TENTH: The undersigned acknowledges these Articles of Merger to be the act and deed of the entity on whose behalf he has signed, and further, as to all matters or facts required to be verified under oath, each of the undersigned acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

[Signature page follows]

IN WITNESS WHEREOF, the Articles of Merger have been duly executed by the parties hereto on the 26th day of August, 2015.

WITNESS

T MANAGERS, LLC,
a Maryland limited liability company

Alan Bandarenko

By: 

Steven L. Hurwitz
Manager

TRISIB CAPITAL PARTNERS, LLC,
a Florida limited liability company

Alan Bandarenko

By: 

Steven L. Hurwitz
Manager