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Florida Department of State
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**MERGER OR SHARE EXCHANGE
 MIAMI-DADE LEASING III-B, LLC**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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| Page Count | 04 |
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\$ 80.00

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Miami-Dade Leasing III-B, 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:

David Stephen Hope, Esq.

Contact Person

Assistant County Attorney, Miami-Dade County

Firm/Company

111 NW First Street, 28th Floor

Address

Miami, Florida 33128

City, State and Zip Code

dhope@miamidade.gov

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

For further information concerning this matter, please call:

Lisa S. Weitz

at (305) 577-7000

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

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**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> |
|------------------------|---------------------|-------------------------|
| Miami Transit Trust II | Delaware | Statutory Trust |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

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> |
|-------------------------------|---------------------|---------------------------|
| Miami-Dade Leasing III-B, LLC | Florida | Limited Liability Company |
| _____ | _____ | _____ |

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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)

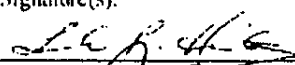

- This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- This entity is created by the merger and is a domestic 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: |
|---|--|---|
| Miami-Dade Leasing III-B, LLC |  | Frank P. Hinton |
| Miami Transit Trust II, by Wilmington Trust |  | Anita Roselli Woolery Vice President |
| Company, not in its individual capacity but solely as Trustee | | |

| | |
|-----------------------------------|---|
| 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 |