

# L15000188795

Florida Department of State  
Division of Corporations  
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To:

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

From:

Account Name : FISHER, TOUSEY, LEAS & BALL  
Account Number : I19990000021  
Phone : (904) 356-2600  
Fax Number : (904) 355-0233

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

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**MERGER OR SHARE EXCHANGE**  
**EWM III Real Estate, LLC**

Certificate of Status	0
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**COVER LETTER**

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**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** EWM III Real Estate, 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:

Marvin Kloeppel

\_\_\_\_\_  
Contact Person

Fisher, Tousey, Leas & Ball, P.A.

\_\_\_\_\_  
Firm/Company

501 Riverside Avenue, Suite 600

\_\_\_\_\_  
Address

Jacksonville, Florida 32202

\_\_\_\_\_  
City, State and Zip Code

tlv@fishertousey.com

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

For further information concerning this matter, please call:

Marvin Kloeppel

at ( 904 ) 356-2600

\_\_\_\_\_  
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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**ARTICLES AND PLAN OF MERGER**  
*by and between*  
**EWM III REAL ESTATE, LLC,  
WOODFIN JCP, LLC,  
WOODFIN STONEHURST, LLC,**  
*and*  
**WOODFIN GABLES & MEADOWS, LLC**  
  
*with*  
**EWM III REAL ESTATE, LLC  
AS THE SURVIVING ENTITY**

FILED  
2016 JUN -7 A 10:12  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF  
DADE, FLORIDA

THESE ARTICLES AND PLAN OF MERGER (the "*Articles of Merger*") are made and entered into this 31<sup>st</sup> day of May, 2016, by and between, EWM III REAL ESTATE, LLC, a Florida limited liability company, with document number L15000188795, and its principal office located at 549 Lemester Drive, Ponte Vedra, Florida 32082 (the "*Surviving Entity*"), WOODFIN GABLES & MEADOWS, LLC, a Florida limited liability company, with document number L15000188932, and its principal office located at 549 Lemester Drive, Ponte Vedra, Florida 32082 ("*Gables*"), WOODFIN JCP, LLC, a Florida limited liability company, with document number L15000188917, and its principal office located at 549 Lemester Drive, Ponte Vedra, Florida 32082 ("*JCP*"), and WOODFIN STONEHURST, LLC, a Florida limited liability company, with document number L15000188925, and its principal office located at 549 Lemester Drive, Ponte Vedra, Florida 32082 ("*Stonehurst*", together with Gables and JCP, each a "*Disappearing Entity*" and collectively, referred to as the "*Disappearing Entities*"). In these Articles of Merger, the Surviving Entity and the Disappearing Entities are collectively referred to as the "*Constituent Entities*".

A. The Surviving Entity is the sole member of each Disappearing Entity.

B. In conjunction with a reorganization of the assets of the Surviving Entity, the Surviving Entity has determined (1) it to be in its best interest to transfer the assets of each Disappearing Entity to the Surviving Entity, and (2) that the most efficient method of making such transfer is causing the Disappearing Entities to merge with and into the Surviving Entity pursuant to the terms and conditions set forth in these Articles of Merger (the "*Merger*").

NOW, THEREFORE, the Constituent Entities, in consideration of the mutual covenants, agreements and provisions set forth below, have agreed that the Disappearing Entities will merge with and into the Surviving Entity pursuant to the laws of the State of Florida, upon the terms and conditions set forth below.

**ARTICLE I  
MERGER**

As of May 31, 2016 (the "*Effective Date*"), the Disappearing Entities shall be merged with and into the Surviving Entity. Upon the approval of these Articles of Merger by the

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Secretary of State of the State of Florida and the payment of all fees and taxes required by the laws of the State of Florida, these Articles of Merger shall be filed with the Secretary of State of the State of Florida. The Merger shall be effective, and the separate existence of each Disappearing Entity shall cease (except as continued by statute) as of the Effective Date. Following the Merger, the Surviving Entity shall continue to be governed by the laws of the State of Florida.

## **ARTICLE II**

### **CONVERSION OF OUTSTANDING MEMBERSHIP INTERESTS**

The Surviving Entity owns one hundred percent (100%) of the membership interests of each Disappearing Entity. Accordingly, no additional membership interest in the Surviving Entity will be issued in conjunction with the Merger.

## **ARTICLE III**

### **TERMS AND CONDITIONS**

(a) The Articles of Organization of the Surviving Entity in effect on the Effective Date of the Merger shall remain in full force and effect as the Articles of Organization of the Surviving Entity. The Operating Agreement of the Surviving Entity in effect on the Effective Date of the Merger shall continue to be the Operating Agreement of the Surviving Entity.

(b) The principal office of the Surviving Entity shall be 549 Lemester Drive, Ponte Vedra, Florida 32082.

(c) If at any time the Surviving Entity shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest in the Surviving Entity, according to the terms hereof, the title to any property or rights of a Disappearing Entity, the proper managers, officers and representatives of a Disappearing Entity or the Surviving Entity shall execute and make all such property assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Entity or otherwise to carry out the intent or accomplish the purposes of these Articles of Merger.

## **ARTICLE IV**

### **EFFECT OF MERGER**

Upon the effectiveness of the Merger, (a) the separate existence of a Disappearing Entity, except insofar as it may be continued by statute, shall cease, and (b) the Surviving Entity shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises for a public as well as a private nature, and be subject to all restrictions, disabilities, and duties of a Disappearing Entity, and all the rights, privileges, immunities, powers and franchises of a Disappearing Entity and all property, real, personal and mixed, and all debts due or belonging to a Disappearing Entity, shall be vested in the Surviving Entity; all assets (tangible, intangible, personal, real or otherwise), property, rights, privileges, immunities, powers and franchises, and every other interest shall be the property of the Surviving Entity, and the title to any real estate vested by deed or otherwise in a Disappearing Entity shall

not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of a Disappearing Entity shall be preserved, unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities, obligations and duties of each Disappearing Entity attach to and shall be assumed by the Surviving Entity, and may be enforced against the Surviving Entity to the same extent as if those debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Entity.

#### **ARTICLE V AUTHORIZATION OF MERGER**

The manager of the Surviving Entity, by resolution, approved the Plan of Merger set forth in these Articles of Merger.

#### **ARTICLE VI COMPLIANCE WITH LEGAL REQUIREMENTS**

All provisions of the laws of the State of Florida applicable to the Merger have been or will have been complied with upon the filing and recording of these Articles of Merger with the Secretary of State of the State of Florida.

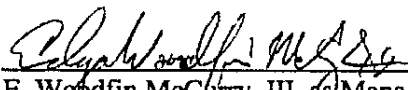
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IN WITNESS WHEREOF, the Constituent Entities have caused these Articles of Merger to be executed the day and year first above written.

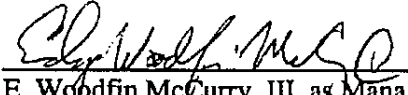
SURVIVING ENTITY:

EWM III REAL ESTATE, LLC,  
a Florida limited liability company

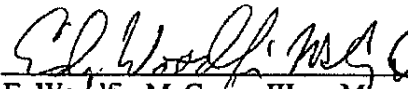
By:   
E. Woodfin McCurry, III, as Manager

DISAPPEARING ENTITIES:

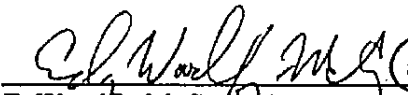
WOODFIN GABLES & MEADOWS, LLC,  
a Florida limited liability company

By:   
E. Woodfin McCurry, III, as Manager

WOODFIN JCP, LLC,  
a Florida limited liability company

By:   
E. Woodfin McCurry, III, as Manager

WOODFIN STONEHURST, LLC,  
a Florida limited liability company

By:   
E. Woodfin McCurry, III, as Manager