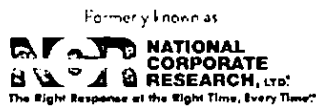




COGENCYGLOBAL



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
866.625.0838
COGENCYGLOBAL.COM

Date: 12/1/2017

Account#: 1200000000088

Name: KENDALL HOWELL

Reference #: T013561

Entity Name: BFG PORT ORANGE PROPCO IV, LLC

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

ISSUES - CALL KEN @
518-213-0738

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$25.00

Signature: _____

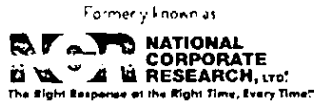
• CORPORATE HQ
COGENCY GLOBAL INC
10 E 40TH ST, 10TH FL
NY, NY 10016
800.221.0102
+1.212.947.7200

• EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENGLAND & WALES
REGISTRY 1401077
6 BEVIS MARKS, 1ST FL
LONDON EC3A 7BA
+44 (0)20.3786.1090

• ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
INFINITUS PLAZA, 12TH FL
199 DES VOEUX RD CENTRAL
HONG KONG
+852.3975.1803



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ISSUES - CALL KEN @
518-213-0738

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$25.00

Signature: [Signature]

CERTIFICATE/ARTICLES OF MERGER

OF

PORT ORANGE SENIOR HOUSING, LLC

INTO

BFG PORT ORANGE PROPCO IV, LLC

FILED

2017 DEC -1 A 11:34

RECEIVED
CLERK OF COURT
FLORIDA

Under § 605.1025, Florida Statutes

Pursuant to the provisions of §605.1025 of the *Florida Statutes*, the undersigned hereby certifies by this Certificate of Merger as follows:

FIRST: The names of the entities which are parties to the merger are Port Orange Senior Housing, LLC, a Florida limited liability company ("Port Orange"), and BFG Port Orange PropCo IV, LLC, a Delaware limited liability company. The surviving limited liability company is BFG Port Orange PropCo IV, LLC (the "Surviving Entity").

SECOND: The Agreement of Merger/Articles of Merger is annexed hereto as Exhibit "A" and incorporated herein by reference in its entirety.

THIRD: The Agreement of Merger/Articles of Merger was duly adopted by Port Orange on December 1, 2017, in accordance with the applicable laws of the State of Florida.

FOURTH: The Agreement of Merger/Articles of Merger was duly adopted by the Surviving Entity on December 1, 2017, in accordance with the applicable laws of the State of Delaware.

FIFTH: This Merger shall become effective on December 1, 2017 and in accordance with the filing of the appropriate Certificates of Merger with the Secretary of State of Delaware and the Secretary of State of Florida.


SIXTH: The principal office address of the Surviving Entity, a Delaware limited liability company, is:

228 Park Ave North Ste. A Winter Park,
Florida. 32789

SEVENTH: The Surviving Entity agrees to pay to any members of Port Orange with appraisal rights the amount to which such members are entitled under § 605.1006, and 605.1061 – 605.1072, *Florida Statutes*.

IN WITNESS WHEREOF, each of the parties to this Merger has caused this Certificate of Merger to be duly executed on this 1st day of December, 2017.

BFG Port Orange PropCo IV, LLC, a
Delaware limited liability company

By: 
Name: R. Kyle Bourne
Title: Authorized Person

Port Orange Senior Housing, LLC, a Florida
limited liability company

By: _____
Name: _____
Title: Authorized Person

Exhibit "A"

SIXTH: The principal office address of the Surviving Entity, a Delaware limited liability company, is:

228 Park Ave North Ste. A Winter Park,
Florida, 32789

SEVENTH: The Surviving Entity agrees to pay to any members of Port Orange with appraisal rights the amount to which such members are entitled under § 605.1006, and 605.1061 – 605.1072, *Florida Statutes*.

IN WITNESS WHEREOF, each of the parties to this Merger has caused this Certificate of Merger to be duly executed on this 1st day of December, 2017.

BFG Port Orange PropCo IV, LLC, a
Delaware limited liability company

By: _____
Name: _____
Title: Authorized Person

Port Orange Senior Housing, LLC, a Florida
limited liability company

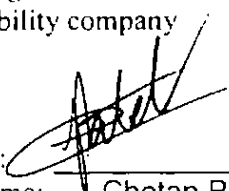
By:  _____
Name: Chetan Patel
Title: Authorized Person

Exhibit "A"

EXHIBIT "A"

AGREEMENT OF MERGER/ARTICLES OF MERGER

AGREEMENT OF MERGER/ARTICLES OF MERGER

This Agreement of Merger/Articles of Merger (this "Agreement") made and entered into as of 12:00 a.m. eastern time on the 1st day of December, 2017 (the "Effective Date") by and between BFG Port Orange PropCo IV, LLC, a Delaware limited liability company ("PropCo") and Port Orange Senior Housing, LLC, a Florida limited liability company ("Port Orange").

WHEREAS, Port Orange deems it to be in its interest to merge with and into PropCo pursuant to this Agreement. (The merger provided for herein is hereinafter referred to as the "Merger.");

WHEREAS, all of the issued and outstanding membership interests of Port Orange are owned by Sage Land Holdings II, LLC, a Florida limited liability company; and

WHEREAS, the parties desire that PropCo shall be the surviving entity of the Merger.

NOW, THEREFORE, in consideration of the premises and the agreements of the parties herein contained, the parties hereto do hereby agree as follows:

1. Port Orange shall be merged with and into PropCo in accordance with the provisions of applicable Delaware and Florida laws and PropCo shall be the entity which shall survive the Merger and is hereinafter sometimes referred to as the "Surviving Entity".

2. The Merger shall not affect any amendments to the certificate of organization or any amendments thereto of PropCo. PropCo's certificate of organization shall be and remain the certificate of organization of the Surviving Entity. The officers of PropCo shall be and remain the officers of the Surviving Entity.

3. Upon the Effective Date, by virtue of the Merger, and without any further action being required of the parties hereto:

(i) all membership interests in Port Orange issued and outstanding immediately prior to the effective date and time of the Merger shall cease to be issued and outstanding and shall be cancelled; and

(ii) all membership interests in PropCo issued and outstanding immediately prior to the effective date and time of the Merger shall be unaffected by the Merger and shall remain issued and outstanding.

4. Upon the Effective Date, the Merger shall have legal effect as provided in applicable Delaware and Florida laws.


5. The Surviving Entity shall maintain a copy of this Agreement on file at the following place of business of the Surviving Entity. A copy of this Agreement shall be furnished, on request and without cost, to any member of Port Orange or PropCo.

6. This Agreement may be executed in several counterparts, each of which shall be deemed to be an original hereof, but all of which counterparts collectively shall constitute one instrument representing this Agreement.

[Signatures appear on following page]

IN WITNESS WHEREOF, the parties hereto, by their respective officers hereunto duly authorized, have executed this Agreement as of the date first written above.

BFG PORT ORANGE PROPCO IV, LLC, a
Delaware limited liability company

By: 
Name: E. Kyle Broune
Title: Authorized Person

PORT ORANGE SENIOR HOUSING, LLC, a
Florida limited liability company

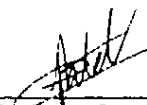
By: _____
Name: _____
Title: Authorized Person

IN WITNESS WHEREOF, the parties hereto, by their respective officers hereunto duly authorized, have executed this Agreement as of the date first written above.

BFG PORT ORANGE PROPCO IV, LLC, a
Delaware limited liability company

By: _____
Name: _____
Title: Authorized Person

PORT ORANGE SENIOR HOUSING, LLC, a
Florida limited liability company

By:  _____
Name: Chetan Patel
Title: Authorized Person

[Signature page for Agreement of Merger/Articles of Merger]