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DEPARTMENT OF  
16 MAY 24 PM 2:12

MAY 28 2015  
T. LEMAITRE

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 152703 7391412

AUTHORIZATION :

COST LIMIT : \$50.00

ORDER DATE : May 24, 2016

ORDER TIME : 10:32 AM

ORDER NO. : 152703-010

CUSTOMER NO: 7391412

ARTICLES OF MERGER

MARSHALL JUNCTION PARTNERS,  
LLC

INTO

MARSHALL JUNCTION PARTNERS,  
LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: \_\_\_\_\_

FL

**ARTICLES OF MERGER  
MERGING**

**FILED**

**MARSHALL JUNCTION PARTNERS, LLC** 2016 MAY 24 P 2:27

(a New York limited liability company)

**INTO**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MARSHALL JUNCTION PARTNERS, LLC**

(a Florida limited liability company)

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company in accordance with s. 605.1025, Florida Statutes:

**FIRST:** The name, jurisdiction of formation or organization and type of entity of each of the constituent entities which is to merge is as follows:

<u>Name of Entity/Organization</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
MARSHALL JUNCTION PARTNERS, LLC	Florida	Limited Liability Company
MARSHALL JUNCTION PARTNERS, LLC	New York	Limited Liability Company

**SECOND:** The name, jurisdiction of formation or organization and type of entity of the surviving company (the "Surviving Company") is:

<u>Name of Entity/Organization</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
MARSHALL JUNCTION 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). An Agreement and Plan of Merger, dated as of June 1, 2016, by and between the merging entities (the "Agreement of Merger"), has been approved and executed by each of the constituent entities.

**FOURTH:** The executed Agreement of Merger is on file at a place of business of the Surviving Company. The address of such place of business of the Surviving Company is 18 West 21<sup>st</sup> Street, 7<sup>th</sup> Floor, New York, NY 10010.

FL.

**FIFTH:** The Surviving Company 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. Furthermore, a copy of the Agreement of Merger will be furnished by the Surviving Company on request and without cost, to any member of any constituent entity which is to merge.

**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 is June 1, 2016.

**IN WITNESS WHEREOF,** the undersigned has caused this Certificate of Merger to be duly executed this 16 day of May, 2016.

**MARSHALL JUNCTION PARTNERS, LLC,**

(a Florida limited liability company)

By: 

Name: David Barnett

Title: Manager/ Authorized Person

**MARSHALL JUNCTION PARTNERS, LLC,**

(a New York limited liability company)

By: 

Name: David Barnett

Title: Manager/ Authorized Person