

L 16000105992

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

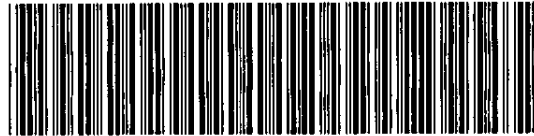
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100286569311

FILED
16 JUN -7 AM 10:44
TALLAHASSEE, FLORIDA

JUN 08 2016
D CONNELL

RECEIVED
DEPARTMENT OF REVENUE
16 JUN -7 PM 1:47
TALLAHASSEE, FLORIDA
EFFICIENCY OF FILING

LLC
Merger

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

ACCOUNT NO. : I20000000195
REFERENCE : 170650 4310149
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 50.00

ORDER DATE : June 7, 2016
ORDER TIME : 1:0 PM
ORDER NO. : 170650-010
CUSTOMER NO: 4310149

ARTICLES OF MERGER

18 ELM STREET PARTNERS, LLC

INTO

CORDIA PARTNERS, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender -- EXT. 62956

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

18 ELM STREET PARTNERS, LLC
(a Connecticut limited liability company)

WITH AND INTO

CORDIA PARTNERS, LLC
(a Florida limited liability company)

Pursuant to Section 605.1025 of the Florida Statutes

Cordia Partners, LLC, a Florida limited liability company, and 18 Elm Street Partners, LLC, a Connecticut limited liability company, do hereby certify, pursuant to Section 605.1025 of the Florida Statutes, as follows:

FIRST: The names of the merging entities are 18 Elm Street Partners, LLC, a Connecticut limited liability company ("*18 Elm Street Partners, LLC*"), and Cordia Partners, LLC, a Florida limited liability company ("*Cordia Partners, LLC*").

SECOND: The Agreement and Plan of Merger (the "*Merger*") attached hereto as **Exhibit A** has been approved, adopted, certified, executed and acknowledged by each of Cordia Partners, LLC and 18 Elm Street Partners, LLC pursuant to Sections 605.1021-605.1026 of the Florida Statutes and in accordance with Section 34-100 to 34-242 of the Connecticut Limited Liability Company Law, and by each member of Cordia Partners, LLC and 18 Elm Street Partners, LLC who as a result of the Merger will have interest holder liability under Section 605.1023(1)(b) of the Florida Statutes.

THIRD: Cordia Partners, LLC existed before the Merger and is a domestic entity. There are no amendments to its public organic record as part of the Merger.

FOURTH: Cordia Partners, LLC agrees to pay any members with appraisal rights, the amount to which members are entitled under Sections 605.1006 and 605.1061-605.1072 of the Florida Statutes.

FIFTH: The name of the surviving limited liability company is Cordia Partners, LLC.


SIXTH: The name of the limited liability company being merged into this surviving limited liability company is 18 Elm Street Partners, LLC.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by Cordia Partners, LLC, on request and without cost, to any member of Cordia Partners, LLC or 18 Elm Street Partners, LLC.

[Signature Page Follows]

IN WITNESS WHEREOF, Cordia Partners, LLC and 18 Elm Street Partners, LLC have caused these Articles of Merger to be executed pursuant to and in accordance with Section 605.1025 of the Florida Statutes on this 6th day of JUNE 2016, and, by the signature below, the undersigned hereby affirms and acknowledges, under penalties of perjury, that these Articles of Merger represents the act and deed of the undersigned and that the facts stated herein are true.

CORDIA PARTNERS, LLC
(a Florida limited liability company)


By: John C. Sites, Jr.
Its: Member and Authorized Person

18 ELM STREET PARTNERS, LLC
(a Connecticut limited liability company)

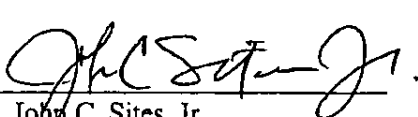

By: John C. Sites, Jr.
Its: Member and Authorized Person

Exhibit A

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

BETWEEN

**CORDIA PARTNERS, LLC
(a Florida limited liability company)**

AND

**18 ELM STREET PARTNERS, LLC
(a Connecticut limited liability company)**

This Agreement and Plan of Merger made and entered into on the 6th day of June, 2016, by and between 18 Elm Street Partners, LLC, a Connecticut limited liability company (hereinafter referred to as, "*18 Elm Street Partners, LLC*"), and Cordia Partners, LLC, a Florida limited liability company (hereinafter referred to as, "*Cordia Partners, LLC*"). 18 Elm Street Partners, LLC and Cordia Partners, LLC are sometimes referred to collectively herein as the "Merging Entities" or individually as a "Merging Entity."

WHEREAS, 18 Elm Street Partners, LLC is a limited liability company organized and existing under the laws of the State of Connecticut, its Articles of Organization having been filed in the Office of the Secretary of State of the State of Connecticut on November 2, 2005; and

WHEREAS, Cordia Partners, LLC is a limited liability company organized and existing under the laws of the State of Florida, its Articles of Organization having been filed in the Office of the Secretary of State of the State of Florida on June 2, 2016; and

WHEREAS, the members of Cordia Partners, LLC and the members of 18 Elm Street Partners, LLC have deemed it advisable for the mutual benefit of each Merging Entity that 18 Elm Street Partners, LLC be merged with and into Cordia Partners, LLC in accordance with the applicable laws of the States of Florida and Connecticut, with Cordia Partners, LLC being the surviving limited liability company.

NOW THEREFORE, the Merging Entities agree that 18 Elm Street Partners, LLC shall be merged with and into Cordia Partners, LLC under the following terms and conditions:

1. **Effect of Merger.** 18 Elm Street Partners, LLC shall merge with and into Cordia Partners, LLC, with Cordia Partners, LLC being the surviving limited liability company. As of the Effective Date (as defined below), the separate existence of 18 Elm Street Partners, LLC shall cease and Cordia Partners, LLC shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises, of a public nature, of the Merging Entities and all property, real, personal and mixed, and all debts due on whatever account and all other choses in action and all and every other interest, of or belonging to or due to each Merging Entity shall be taken and transferred to and vested in Cordia Partners, LLC without further act or deed, and the title to any real estate, or any interests herein vested in any of such limited liability companies shall not revert or be in any way impaired by reason of such merger.

2. Name. The name of the surviving limited liability company shall be "Cordia Partners, LLC" as of the Effective Date of the merger.

3. Effective Date. The effective date of the merger shall be the latest effective filing date of the Articles of Merger as filed with the Secretary of State of the State of Florida and the Articles of Merger as filed with the Secretary of State of the State of Connecticut (the "*Effective Date*").

4. Articles of Organization. The Articles of Organization of Cordia Partners, LLC shall continue in full force and effect without any amendments on and after the Effective Date.

5. Conversion of Interests. As of the Effective Date, all membership interests of 18 Elm Street Partners, LLC shall cease to be outstanding and all membership certificates, if any, shall be canceled and returned and shall cease to exist. In exchange for each percent of membership interest in 18 Elm Street Partners, LLC outstanding, there will be issued an equal percent of membership interest in Cordia Partners, LLC issued.

6. Articles of Merger and Articles of Merger. In accordance with the laws of the State of Connecticut and Florida, the Merging Entities shall execute Florida Articles of Merger and Connecticut Articles of Merger, such Florida Articles of Merger and Connecticut Articles of Merger shall be filed with the Secretary of State of the State of Connecticut and the Secretary of the State of Florida, respectively.

7. Entire Agreement. This Agreement and Plan of Merger constitutes the entire agreement between the parties and supersedes and cancels any other agreement, representation or communication, whether oral or written, between the parties hereto relating to the transactions contemplated herein or the subject matter hereof.

8. Governing Law. This Agreement and Plan of Merger shall be governed by and construed and enforced in accordance with the applicable laws of the States of Connecticut and Florida.

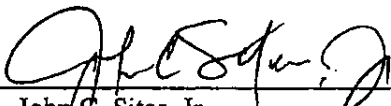
9. Counterparts. This Agreement and Plan of Merger may be executed in multiple counterparts, each of which shall be deemed an original and all of which, together, shall constitute one and the same instrument. Facsimile or other electronic execution and delivery of this consent shall be legally valid and binding for all purposes.

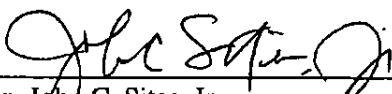
[Signature Page Follows]

IN WITNESS WHEREOF, Cordia Partners, LLC and 18 Elm Street Partners, LLC have caused this Agreement and Plan of Merger to be executed by their duly authorized representatives as of the date first above written.

CORDIA PARTNERS, LLC
(a Florida limited liability company)

18 ELM STREET PARTNERS, LLC
(a Connecticut limited liability company)


By: John C. Sites, Jr.
Its: Member and Authorized Person


By: John C. Sites, Jr.
Its: Member and Authorized Person