

12/7/2016

L16000131558

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To:

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

From:

Account Name : ROLAND, SANCHEZ-MEDINA JR., P.A.  
Account Number : 120030000135  
Phone : (305)377-1000  
Fax Number : (855)327-0391

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

Email Address: kalvarado@smgqlaw.com

**MERGER OR SHARE EXCHANGE**

**8260 Byron Ave, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	07 15
Estimated Charge	\$50.00

*[Signature]*

Electronic Filing Menu

Corporate Filing Menu

Help



December 8, 2016

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

8260 BYRON AVENUE, LLC.  
2990 PONCE DE LEON BLVD STE 500  
CORAL GABLES, FL 33134

SUBJECT: 8260 BYRON AVENUE, LLC.  
REF: L16000131558

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

PLEASE PROVIDE THE EXHIBITS MENTIONED IN YOUR DOCUMENT AND HAVE THEM LABELED AS SUCH. ACCORDING TO THE DOCUMENTS IT SEEMS THAT THERE SHOULD BE AN EXHIBIT "B", AND SEVERAL EXHIBIT "A'S" AS EXHIBIT "A" IS MENTIONED 3 TIMES.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell  
Regulatory Specialist III

FAX Aud. #: H16000299750  
Letter Number: 716A00026127

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8260 BYRON AVENUE, LLC AND

8260 BYRON AVENUE, LLC

ARTICLES OF MERGER

Pursuant to Section 605.1025 of the Florida Revised Limited Liability Company Act (the "Act") **8260 BYRON AVENUE, LLC**, a Delaware limited liability company ("Delaware Entity"), and **8260 BYRON AVENUE, LLC**, a Florida limited liability company ("Florida Entity"), hereby adopt the following Articles of Merger:

1. Pursuant to the Plan of Merger attached hereto as Exhibit A and incorporated herein by this reference, the Delaware Entity shall be merged with and into the Florida Entity, with the Florida Entity being the surviving entity of the merger (the "Merger").

2. The Plan of Merger, dated November 30, 2016 was unanimously adopted by all of the managers and members of the Delaware Entity by resolutions adopted on November 30, 2016, and by all of the managers and members of the Florida Entity by resolutions adopted November 30, 2016.

3. The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Delaware Entity and the Florida Entity by their authorized officers as of November 30, 2016.

**8260 BYRON AVENUE, LLC**,  
a Delaware limited liability company

By: \_\_\_\_\_  
ALBERTO J. PEREZ, MANAGER

By: \_\_\_\_\_  
MARC SUAREZ, MANAGER

**8260 BYRON AVENUE, LLC**,  
a Florida limited liability company

By: \_\_\_\_\_  
ALBERTO J. PEREZ, MANAGER

By: \_\_\_\_\_  
EDUARDO J. GARCIA, MANAGER

FILED  
16 DEC -7 PM 4:59  
DELAWARE

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AGREEMENT AND PLAN OF MERGER

8260 BYRON AVENUE, LLC WITH  
8260 BYRON AVENUE, LLC

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of November 30, 2016, is made by and between 8260 BYRON AVENUE, LLC, a Delaware limited liability company ("Delaware Entity"), and 8260 BYRON AVENUE, LLC, a Florida limited liability company ("Florida Entity");

Preliminary Statements

WHEREAS, the parties desire that the Delaware Entity be merged with the Florida Entity, with the Florida Entity being the survivor entity, in accordance with Sections 605.1021 et seq. of the Florida Business Revised Limited Liability Company Act (the "Act");

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth herein, the parties agree as follows:

1. Structure of the Merger.

1.1 In accordance with the provisions of this Agreement and the Act, at the Effective Date (as defined below), the Delaware Entity shall be merged with the Florida Entity (the "Merger"), the separate existence of the Delaware Entity shall cease, and the Florida Entity shall continue its existence under the laws of the State of Florida (the "Surviving Entity"). The Delaware Entity and the Florida Entity are collectively referred to as the "Constituent Entities".

1.2 The Merger shall become effective on the day on which the Articles of Merger and this Agreement are filed with the Secretary of State of Florida (the "Effective Date").

1.3 The Surviving Entity shall possess and retain every interest in all assets and property of every description, wherever located of each of the Constituent Entities. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Date

2. Status and Conversion of Shares.

2.1 Every one (1) unit of membership interest of the Delaware Entity which shall be issued and outstanding immediately before the Effective Date of the Merger, by virtue of the Merger and without any action on the part of the holder thereof, shall be converted at the Effective Date into one (1) fully paid unit of the Florida Entity membership interest, and the outstanding certificates

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representing the membership interest of the Delaware Entity shall thereafter represent units of the Florida Entity membership interest. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of units bearing the name of the Surviving Entity. In addition, Florida Entity shall issue units to Garcia Five Investments, LLC, a Florida limited liability company in accordance with Exhibit "A."

2.2 All issued and outstanding units of the Florida Entity held by the members, immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, be reacquired into the treasury of the Florida Entity and may immediately be reissued pursuant to the terms of Section 2.1 of this Plan of Merger.

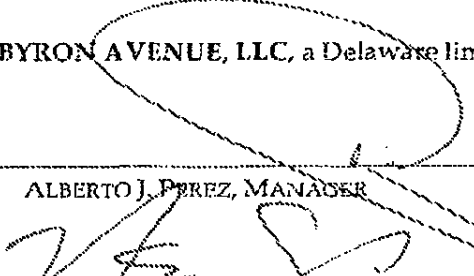
3. Internal Structure of Surviving Entity.

3.1 The Articles of Organization and Operating Agreement of the Florida Entity in effect immediately prior to the Effective Date shall remain in effect and be the Articles of Organization of the Surviving Entity.

3.2 The officers and managers of the Florida Entity in office immediately prior to the Effective Date shall continue to be the officers and managers of the Surviving Entity after the Merger and shall hold office in accordance with the Articles of Organization and Operating Agreement of the Surviving Entity.

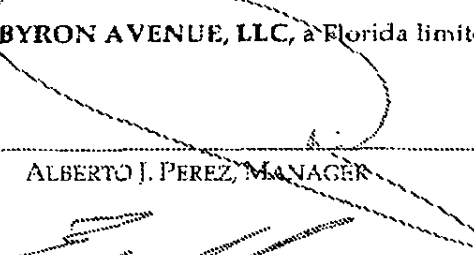
IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first written above.


8260 BYRON AVENUE, LLC, a Delaware limited liability company

By:   
ALBERTO J. PEREZ, MANAGER

By:   
MARC SUAREZ, MANAGER

8260 BYRON AVENUE, LLC, a Florida limited liability company

By:   
ALBERTO J. PEREZ, MANAGER

By:   
EDUARDO J. GARCIA, MANAGER

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8260 BYRON AVENUE, LLC

**UNANIMOUS WRITTEN CONSENT IN LIEU OF A  
MEETING OF THE MANAGERS AND MEMBERS**

The undersigned, constituting all of the managers and members of 8260 BYRON AVENUE, LLC, a Delaware limited liability company (the "Company"), do hereby agree, consent to and adopt the following resolutions by unanimous written consent in lieu of a meeting and takes the following action:

**WHEREAS**, the managers and members of the Company believe it is in the best interest of the Company to move the operations of the Company from Delaware to Florida, and file a Plan of Merger and Articles of Merger in the State of Florida;

**WHEREAS**, the managers and members of the Company desires to authorize, approve, direct, ratify or otherwise confirm these and various other actions taken or to be taken in connection with merging the operations of the Company with 8260 Byron Avenue, LLC, a Florida limited liability company (the "Florida Entity"), and moving the operations of the Company to Florida;

**NOW, THEREFORE, BE IT RESOLVED**, that the Company is authorized to merge into the Florida Entity, and the Plan of Merger to be filed with the Department of State of the State of Florida substantially in the form attached hereto as Exhibit A is hereby approved, ratified and adopted; and it is further

**RESOLVED**, that the Articles of Merger to be filed with the Department of State of the State of Florida attached hereto as Exhibit B are hereby approved, ratified and adopted as the Articles of Merger of the Florida entity; and it is further

**RESOLVED**, that Alberto J. Perez or Marc Suarez, as managers of the company, are hereby authorized, empowered and directed to take any and all steps, and to execute and deliver any and all instruments in connection with the merger of the Company with the Florida Entity in the State of Florida, including the Articles of Merger, and otherwise carrying the foregoing resolutions into effect; and it is further

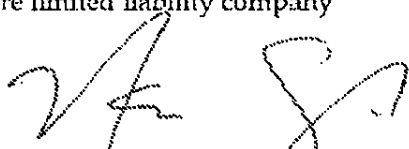
**RESOLVED**, that the foregoing resolutions shall continue in full force and effect and may be relied upon until receipt of written notice of any change therein.

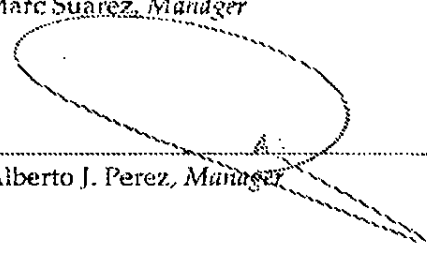
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IN WITNESS WHEREOF, the undersigned, constituting all of the managers and members of the Company, have approved, authorized, confirmed, ratified, and consented to the foregoing resolutions as of this 30 day of November, 2016.


**8260 BYRON AVENUE, LLC,**  
a Delaware limited liability company

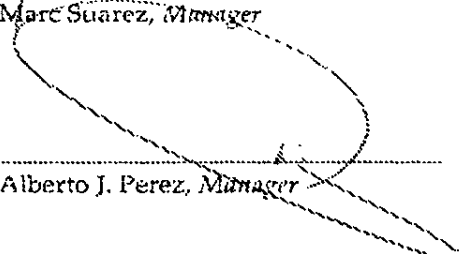
By:   
\_\_\_\_\_  
Marc Suarez, Manager

By:   
\_\_\_\_\_  
Alberto J. Perez, Manager

Member:

**FLAGAMI PARTNERS, LLC,**  
a Florida limited liability company

By:   
\_\_\_\_\_  
Marc Suarez, Manager

By:   
\_\_\_\_\_  
Alberto J. Perez, Manager

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SMGO LAW

((H16000299750 3)))

EXHIBIT "A"

PLAN OF MERGER

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AGREEMENT AND PLAN OF MERGER

8260 BYRON AVENUE, LLC WITH  
8260 BYRON AVENUE, LLC

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of November 30, 2016, is made by and between 8260 BYRON AVENUE, LLC, a Delaware limited liability company ("Delaware Entity"), and 8260 BYRON AVENUE, LLC, a Florida limited liability company ("Florida Entity");

Preliminary Statements

WHEREAS, the parties desire that the Delaware Entity be merged with the Florida Entity, with the Florida Entity being the survivor entity, in accordance with Sections 605.1021 *et seq.* of the Florida Business Revised Limited Liability Company Act (the "Act");

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth herein, the parties agree as follows:

1. Structure of the Merger.

1.1 In accordance with the provisions of this Agreement and the Act, at the Effective Date (as defined below), the Delaware Entity shall be merged with the Florida Entity (the "Merger"), the separate existence of the Delaware Entity shall cease, and the Florida Entity shall continue its existence under the laws of the State of Florida (the "Surviving Entity"). The Delaware Entity and the Florida Entity are collectively referred to as the "Constituent Entities".

1.2 The Merger shall become effective on the day on which the Articles of Merger and this Agreement are filed with the Secretary of State of Florida (the "Effective Date").

1.3 The Surviving Entity shall possess and retain every interest in all assets and property of every description, wherever located of each of the Constituent Entities. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Date

2. Status and Conversion of Shares.

2.1 Every one (1) unit of membership interest of the Delaware Entity which shall be issued and outstanding immediately before the Effective Date of the Merger, by virtue of the Merger and without any action on the part of the holder thereof, shall be converted at the Effective Date into one (1) fully paid unit of the Florida Entity membership interest, and the outstanding certificates

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representing the membership interest of the Delaware Entity shall thereafter represent units of the Florida Entity membership interest. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of units bearing the name of the Surviving Entity. In addition, Florida Entity shall issue units to Garcia Five Investments, LLC, a Florida limited liability company in accordance with Exhibit "A."

2.2 All issued and outstanding units of the Florida Entity held by the members, immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, be reacquired into the treasury of the Florida Entity and may immediately be reissued pursuant to the terms of Section 2.1 of this Plan of Merger.

3. Internal Structure of Surviving Entity.

3.1 The Articles of Organization and Operating Agreement of the Florida Entity in effect immediately prior to the Effective Date shall remain in effect and be the Articles of Organization of the Surviving Entity.

3.2 The officers and managers of the Florida Entity in office immediately prior to the Effective Date shall continue to be the officers and managers of the Surviving Entity after the Merger and shall hold office in accordance with the Articles of Organization and Operating Agreement of the Surviving Entity.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first written above.

8260 BYRON AVENUE, LLC, a Delaware limited liability company

By: ALBERTO J. PEREZ, MANAGER

By: MARC SUAREZ, MANAGER

8260 BYRON AVENUE, LLC, a Florida limited liability company

By: ALBERTO J. PEREZ, MANAGER

By: EDUARDO J. GARCIA, MANAGER

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SMGO LAW

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EXHIBIT "A"

<u>Member</u>	Membership Units
Flagami Partners, LLC	50
Garcia Five Investments, LLC	50

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SMGQ LAW

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EXHIBIT "B"

ARTICLES OF MERGER

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8260 BYRON AVENUE, LLC AND

8260 BYRON AVENUE, LLC

ARTICLES OF MERGER

Pursuant to Section 605.1025 of the Florida Revised Limited Liability Company Act (the "Act") 8260 BYRON AVENUE, LLC, a Delaware limited liability company ("Delaware Entity"), and 8260 BYRON AVENUE, LLC, a Florida limited liability company ("Florida Entity"), hereby adopt the following Articles of Merger:

1. Pursuant to the Plan of Merger attached hereto as Exhibit A and incorporated herein by this reference, the Delaware Entity shall be merged with and into the Florida Entity, with the Florida Entity being the surviving entity of the merger (the "Merger").

2. The Plan of Merger, dated November 30, 2016 was unanimously adopted by all of the managers and members of the Delaware Entity by resolutions adopted on November 30, 2016, and by all of the managers and members of the Florida Entity by resolutions adopted November 30, 2016.

3. The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Delaware Entity and the Florida Entity by their authorized officers as of November 30, 2016.

8260 BYRON AVENUE, LLC,  
a Delaware limited liability company

By: \_\_\_\_\_  
ALBERTO J. PEREZ, MANAGER

By: \_\_\_\_\_  
MARCSUAREZ, MANAGER

8260 BYRON AVENUE, LLC,  
a Florida limited liability company

By: \_\_\_\_\_  
ALBERTO J. PEREZ, MANAGER

By: \_\_\_\_\_  
EDUARDO J. GARCIA, MANAGER

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