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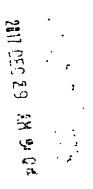
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PICK-UP WAIT MAIL						
(Business Entity Name)						
(Document Number)						
Certified Copies Certificates of Status						
Special Instructions to Filing Officer:						

Office Use Only



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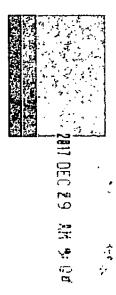
JANO A 2013 C RICHAIR

## JOSE M. TORRES Fourshore Capital, LLC

901 Ponce de Leon Blvd., Suite 402, Coral Gables, FL 33134 786.535.4611 direct line 787.298.0000 mobile

December 27th, 2017

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



# RE: INDEX OF ARTICLES OF MERGER, PLANS OF MERGER, COVER LETTERS, AND FILING FEES.

To whom it may concern:

I trust this letter finds you well. Attached please find the following documents and filing fees applicable to the mergers of the companies listed below.

	Entity Name	Documents Filed	Enclosed Filing Fee
1	190 Edgewater Drive LLC	Articles of Merger   Plan of Merger & Cover Letter	50.00
2	JOMA III Partners LLP	Articles of Merger   Plan of Merger & Cover Letter	50.00
3	JOMA IV Partners LLP	Articles of Merger   Plan of Merger & Cover Letter	50.00
4	MCF Land Holdings LLP	Articles of Merger   Plan of Merger & Cover Letter	50.00
_ 5	Pavilo GD LLC	Articles of Merger   Plan of Merger & Cover Letter	50.00
6	Pontevedra Holdings LLC	Articles of Merger   Plan of Merger & Cover Letter	50.00
7	Wauchula Farms LLC	Articles of Merger   Plan of Merger & Cover Letter	50.00
8	Pavilo CR Land PM LLC	Articles of Merger   Plan of Merger & Cover Letter	50.00
9	Pavilo Orchid Land LLC	Articles of Merger   Plan of Merger & Cover Letter	50.00
10	Pavilo CR Land LLC	Articles of Merger   Plan of Merger & Cover Letter	50.00
11	Pavilo CC Corporation	Articles of Merger   Plan of Merger & Cover Letter	70.00
		Total Fees Enclosed	S 570.00

Please contact me at your convenience if you have any further questions or if you would like to discuss any related matter.

Sincerely.

Jose M. Torres

Mithorized Representative

#### COVER LETTER

AH 5: 60

	nendment Section vision of Corporations					
	•					
SUBJECT	UBJECT: Pavilo Land Holdings, LLC  Name of Surviving Party					
The enclos	ed Certificate of Merger and fee(s	s) are submit	ted for filing.			
Please retu	rn all correspondence concerning	this matter t	o:			
Jose M. Toi	rres					
<del></del> _	Contact Person					
Fourshore (	Capital, LLC					
	Firm/Company					
901 Ponce o	de Leon Blvd., Ste. 402					
	Address		<del></del>			
Coral Gable	es. FL 33134					
	City. State and Zip C	Code		ı		
jmtorres@f	ourshorecapital.com			ŕ		
E-n	nail address: (to be used for future	annual repo	ort notification)	_		
For further	information concerning this matte	er. please ca	11:			
Jose M. Tor	res	786 at (	√535-4€	511		
N	ame of Contact Person	a. (	Area Code	Daytime Telephone Number		
□ Cer	rtified copy (optional) \$30.00					
STREET ADDRESS:			MAILING ADDRESS;			
Amendment Section			Amendment Section			
Division of Corporations Clifton Building			Division of Corporations			
			P. O. Box 6327			
2661 Executive Center Circle			Tallahassee, FL 32314			

CR2E080 (2/14)

Tallahassee, FL 32301

#### ARTICLES OF MERGER

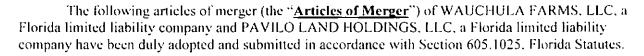
OF.

## WAUCHULA FARMS, LLC a Florida limited liability company

#### WITH AND INTO

PAVILO LAND HOLDINGS, LLC a Florida limited liability company

December <u>22</u>, 2017



#### FIRST: THE MERGING COMPANY

The exact name, form/entity type, and jurisdiction for the **merging** party (the "Merging Company") is as follows:

Name <u>Jurisdiction</u> <u>Form/Entity Type</u>

WAUCHULA FARMS, LLC Florida Limited Liability Company

#### SECOND: THE SURVIVING COMPANY

The exact name, form/entity type, and jurisdiction of the **surviving** party (the "**Surviving Company**") is as follows:

Name Jurisdiction Form/Entity Type

PAVILO LAND HOLDINGS, LLC Florida Limited Liability Company

THIRD: The Plan of Merger by and between the Merging Company and the Surviving Company attached hereto as Exhibit A meets the requirements of Section 605.1022 of the Act and was approved by each domestic merging entity that is a limited liability company in accordance with Sections 605.1021-605.1026 of the Act; and by each member of such limited liability company who as a result of the merger will have interest holder liability under Section 605.1023(1)(b) of the Act.

**FOURTH:** The Surviving Company existed before the merger and is a domestic filing entity and there is no amendment to its public organic record.

**FIFTH:** The Surviving Company 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 Act.

SIXTH: The merger of the Merging Company and the Surviving Company is to become effective on December 31, 2017 (the "<u>Effective Time</u>"). At the Effective Time of the merger, the Merging Company shall be merged with and into the Surviving Company, with the Surviving Company surviving.

IN WITNESS WHEREOF, duly authorized persons of each party hereto have executed and delivered these Articles of Merger as of date first written above.

#### **SURVIVING COMPANY:**

PAVILO LAND HOLDINGS, LLC a Florida limited liability company

Name: Jose A. Costa, III

Title: Managér

#### **MERGING COMPANY:**

WAUCHULA FARMS, LLC, a Florida limited liability company

Name: Margarita Costa Suarez

Title: Manager C

### Exhibit A

Plan of Merger

[See attached]

#### PLAN OF MERGER

**OF** 

## WAUCHULA FARMS, LLC a Florida limited liability company

#### WITH AND INTO

## PAVILO LAND HOLDINGS, LLC a Florida limited liability company

December 22, 2017

The following plan of merger (the "<u>Plan of Merger</u>") has been adopted and approved on December 22, 2017 by the parties hereto in compliance with the Florida Revised Limited Liability Company Act (the "<u>Act</u>").

FIRST: The exact name and jurisdiction of the surviving company (the "Surviving Company") are as follows:

Name <u>Jurisdiction</u> <u>Form/Entity Type</u>

PAVILO LAND HOLDINGS, LLC Florida Limited Liability Company

**SECOND:** The exact name and jurisdiction of the merging company (the "Merging Company") are as follows:

Name <u>Jurisdiction</u> <u>Form/Entity Type</u>

WAUCHULA FARMS, LLC Florida Limited Liability Company

#### THIRD: THE MERGER

- 1. Merger. The merger of the Merging Company with and into the Surviving Company (the "Merger") shall become effective on December 31, 2017 (the "Effective Time"). At the Effective Time, the Merging Company shall be merged with and into the Surviving Company, the separate limited liability company existence of the Merging Company shall cease, and the Surviving Company shall continue as the surviving Company under the laws of the State of Florida. From and after the Effective Time, the Merger shall have the effects set forth in the Act, including Section 605.1026 of the Act. Without limiting the generality of the foregoing, at the Effective Time, the title to all real estate and other property, or any interest therein, owned by the Surviving Company and the Merging Company shall thenceforth be responsible for all the liabilities and obligations of the Surviving Company and the Merging Company.
- 2. <u>Articles of Organization</u>. At the Effective Time and without any further action on the part of the Surviving Company or the Merging Company, the articles of organization of the Surviving Company, as in effect immediately prior to the Effective Time, shall be the articles of organization of the Surviving Company as of the Effective Time.

- 3. Operating Agreement. At the Effective Time and without any further action on the part of the Surviving Company or the Merging Company, the operating agreement of the Surviving Company, as in effect immediately prior to the Effective Time, shall be the operating agreement of the Surviving Company as of the Effective Time.
- 4. <u>Management.</u> At the Effective Time, the Surviving Company shall be managed in accordance with the terms of its operating agreement as in effect as of the Effective Time.
- 5. <u>Managers and Officers</u>. At the Effective Time, the managers and officers of the Surviving Company immediately prior to the Effective Time shall be the managers and officers of the Surviving Company, and each of such officers shall hold office subject to the applicable provisions of the articles of organization and operating agreement of the Surviving Company.
- 6. <u>Membership Interests</u>. Immediately prior to the Effective Time, Surviving Company is the sole member of Merging Company and owns all membership interests of the Merging Company. At the Effective Time, by virtue of the Merger and without any further action on the part of the Surviving Company or the Merging Company.
  - (i) all membership interests of the Surviving Company issued and outstanding immediately prior to the Effective Time shall remain outstanding without any change thereto; and
  - (ii) all membership interests of the Merging Company issued and outstanding immediately prior to the Effective Time shall automatically cease to be outstanding and shall automatically be canceled without payment of any separate consideration with respect thereto.

#### FOURTH: GOVERNING LAW

The Plan of Merger shall be construed in accordance with Florida law.