

L17000 255725

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(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

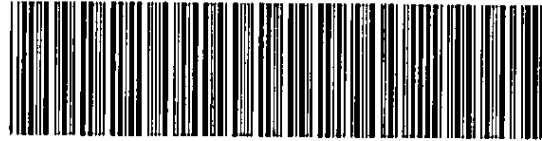
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2019 APR 18 PM 6:47

CLERK OF COURT  
JANET L. HARRIS  
TALLAHASSEE, FL

C. GOLDEN  
APR 18 2019

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** PAVILO LAND HOLDINGS, LLC

\_\_\_\_\_  
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Jose M. Torres

\_\_\_\_\_  
Contact Person

Fourshore Capital, LLC

\_\_\_\_\_  
Firm/Company

901 Ponce de Leon Blvd. Suite 402

\_\_\_\_\_  
Address

Coral Gables, FL 33134

\_\_\_\_\_  
City, State and Zip Code

jmtorres@fourshorecapital.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jose M. Torres

at ( 786 ) 535-4611

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code Daytime Telephone Number

☐ Certified copy (optional) \$30.00

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 6, 2019

JOSE M. TORRES  
901 PONCE DE LEON BLVD.  
SUITE 402  
CORAL GABLES, FL 33134

SUBJECT: KEENE ROAD HOLDINGS, LLC  
Ref. Number: L19000002774

We have received your document and check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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.

Claretha Golden  
Regulatory Specialist II

Letter Number: 619A00006892

ARTICLES OF MERGER

OF

KEENE ROAD HOLDINGS, LLC  
a Florida limited liability company

WITH AND INTO

PAVILO LAND HOLDINGS, LLC  
a Florida limited liability company

March 5, 2019

FILED

2019 APR 18 PM 6:47

CLERK OF STATE  
TALLAHASSEE, FL

The following articles of merger (the "**Articles of Merger**") of KEENE ROAD HOLDINGS, LLC, a Florida limited liability company and PAVILO LAND HOLDINGS, LLC, a Florida limited liability company have been duly adopted and submitted in accordance with Section 605.1025, Florida Statutes.

**FIRST: THE MERGING COMPANY**

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

<u>Name</u>	<u>Document Num.</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
KEENE ROAD HOLDINGS, LLC	L19000002774	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:

<u>Name</u>	<u>Document Num.</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PAVILO LAND HOLDINGS, LLC	L17000255725	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 March **31**, 2019 (the "**Effective Time**"). At the Effective Time of the merger, the Merging Company shall be merged with and into the Surviving Company, with the Surviving Company surviving.

*[Signature page follows]*

**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**

By: \_\_\_\_\_

Name: Margarita Costa Suarez

Title: Manager

**MERGING COMPANY:**

**KEENE ROAD HOLDINGS, LLC,**  
**a Florida limited liability company**

By: \_\_\_\_\_

Name: Jose A. Costa, III

Title: Manager

**Exhibit A**

**Plan of Merger**

**[See attached]**

**PLAN OF MERGER**

**OF**

**KEENE ROAD HOLDINGS, LLC**  
**a Florida limited liability company**

**WITH AND INTO**

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

**March 5, 2019**

The following plan of merger (the "**Plan of Merger**") has been adopted and approved on March 5, 2019 by the parties hereto in compliance with the Florida Revised Limited Liability Company Act (the "**Act**").

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

<u>Name</u>	<u>Document Num.</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PAVILO LAND HOLDINGS, LLC	L17000255725	Florida	Limited Liability Company

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

<u>Name</u>	<u>Document Num.</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
KEENE ROAD HOLDINGS, LLC	L19000002774	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 March 31st, 2019 (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 vest in the



Surviving Company without reversion or impairment, and the Surviving Company shall thenceforth be responsible for all the liabilities and obligations of the Surviving Company and the Merging Company.

2. Articles of Organization. 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. Management. 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. Managers and Officers. 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. Membership Interests. 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.