

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

Date: 12/16/2020

Acc#120160000072

Eric D. W.

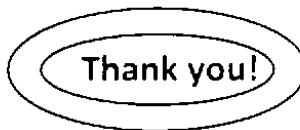
Name:	ADLER FLEX LLC
Document #:	
Order #:	13397683

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input type="checkbox"/>
	Plain: <input checked="" type="checkbox"/>
	COGS: <input type="checkbox"/>

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 50.00



ARTICLES OF MERGER

OF

HELIOS AR REAL ESTATE FUND I, LLC,
a Florida limited liability company (the "Merging Entity")

WITH AND INTO

ADLER FLEX LLC,
a Florida limited liability company (the "Surviving Entity")

The following Articles of Merger (these "Articles") are being submitted pursuant to the provisions of Section 605.1025 of the Florida Limited Liability Company Act (the "Florida Act").

FIRST: The exact name, jurisdiction and entity type of the Merging Entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Helios AR Real Estate Fund I, LLC	Florida L08000062531	Limited Liability Company

SECOND: The exact name, jurisdiction, and entity type of the Surviving Entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Adler Flex LLC	Florida 1.20000191789	Limited Liability Company

THIRD: Pursuant to an Agreement and Plan of Merger (the "Plan of Merger") by and between the Merging Entity and the Surviving Entity, the Merging Entity intends to merge with and into the Surviving Entity (the "Merger") and the separate existence of the Merging Entity shall cease. The Surviving Entity is the surviving business entity in the Merger. A copy of the Plan of Merger is attached hereto as Exhibit "A" and incorporated by reference herein.

FOURTH: The Plan of Merger was duly approved and adopted by the Merging Entity in accordance with Section 605.1023 of the Florida Act.

FIFTH: The Plan of Merger was duly approved and adopted by the Surviving Entity in accordance with Section 605.1023 of the Florida Act.

SIXTH: This entity 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 Act.

SEVENTH: The merger shall become effective upon the filing of these Articles of Merger.

These Articles may be executed in separate counterparts or counterpart signature pages, each of which shall be deemed to be an original and all of which, when taken together, shall constitute one and the same instrument.


[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the Merging Entity and the Surviving Entity have caused these Articles to be signed this 16th day of December, 2020.

MERGING ENTITY:

HELIOS AR REAL ESTATE FUND I, LLC,
a Florida limited liability company

By: AF4 New Town Collier, LLC,
a Delaware limited liability company,
its Manager

By: 
Name: John P. Meyer
Title: Authorized Person

SURVIVING ENTITY:

ADLER FLEX LLC,
a Florida limited liability company

By: AF4 New Town Collier, LLC,
a Delaware limited liability company,
its Manager


By: 
Name: John P. Meyer
Title: Authorized Person

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

[See attached.]

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") relates to the merger of HELIOS AR REAL ESTATE FUND I, LLC, a Florida limited liability company (the "Non-surviving LLC"), with and into ADLER FLEX LLC, a Florida limited liability company (the "Surviving LLC").

WHEREAS, the Non-surviving LLC and the Surviving LLC wish to enter into a merger agreement pursuant to which the Non-surviving LLC will merge with and into the Surviving LLC and the Surviving LLC will be the surviving limited liability company.

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

1. Non-surviving LLC. The name and jurisdiction of formation of the Non-surviving LLC are as follows:

Name of LLC

State of Formation

Helios AR Real Estate Fund I, LLC

Florida

2. Surviving LLC: The name and jurisdiction of formation of the Surviving LLC are as follows:

Name of LLC

State of Formation

Adler Flex LLC

Florida

3. The Merger. Subject to the terms and conditions of this Agreement and in accordance with Section 605.1025 of the Florida Revised Limited Liability Company Act (the "Florida Act"), at the Effective Date (as hereinafter defined), the Non-surviving LLC shall merge (the "Merger") with and into the Surviving LLC. Upon consummation of the Merger, the separate existence of the Non-surviving LLC shall cease and the Surviving LLC shall be the surviving limited liability company in the Merger.

4. Effective Date and Time of the Merger. The Merger shall become effective as of the filing of Articles of Merger by the Surviving LLC with the Secretary of State of the State of Florida (the "Effective Date").

5. Treatment of Equity Interests.

(a) Each limited liability company interest in the Non-surviving LLC existing immediately prior to the Effective Date, and any right to acquire a limited liability company interest therein, shall, by virtue of the Merger, and without any action on the part of the holder thereof, or consideration being tendered thereto, be cancelled and retired and cease to exist, without any conversion thereof.

(b) Each limited liability company interest in the Surviving LLC existing immediately prior to the Effective Date, and any right to acquire a limited liability company interest therein, shall, by virtue of the Merger, and without any action on the part of the holder thereof, continue to exist as a limited liability company interest or right to acquire a limited liability company interest, respectively, in the Surviving LLC.

6. Effects of the Merger. At and after the Effective Date, the Merger shall have the effects set forth in Section 605.1026 of the Florida Act.

7. Certificate of Formation of the Surviving LLC. The Articles of Organization of the Surviving LLC, as amended, as in effect on the Effective Date shall be the articles of organization of the surviving limited liability company.

8. Limited Liability Company Agreement of the Surviving LLC. The Limited Liability Company Agreement of the Surviving LLC, as amended, as in effect on the Effective Date shall be the limited liability company agreement of the surviving limited liability company.

9. Compliance Agreement. The Non-surviving LLC shall from time to time, as and when requested by the Surviving LLC, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.

10. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.


[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 16th day of December, 2020.

NON-SURVIVING LLC:

HELIOS AR REAL ESTATE FUND I, LLC,
a Florida limited liability company


By: AF4 New Town Collier, LLC,
a Delaware limited liability company,
its Manager

By: 
Name: John P. Meyer
Title: Authorized Person

SURVIVING LLC:

ADLER FLEX, LLC,
a Florida limited liability company

By: AF4 New Town Collier, LLC,
a Delaware limited liability company,
its Manager

By: 
Name: John P. Meyer
Title: Authorized Person