

2/26/2021

Division of Corporations

Florida Department of State

Division of Corporations

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To:

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From:

Account Name : GUNSTER, YOKLEY & STEWART, P.A.

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MERGER OR SHARE EXCHANGE
KL FLORIDA CITY LLC

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March 2, 2021

FLORIDA DEPARTMENT OF STATE
Division of Corporations

KL FLORIDA CITY LLC
105 NE 1ST STREET
DELRAY BEACH, FL 33444

SUBJECT: KL FLORIDA CITY LLC
REF: L20000368370

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

As a condition of a merger, pursuant to s.605.0212(8) and/or s.607.1622 (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.

Yasemin Y Sulker
Regulatory Specialist III

FAX Aud. #: H21000080150
Letter Number: 921A00004487

**ARTICLES OF MERGER
OF
SC29 FL CITY LLC**
(a Florida limited liability company)

WITH AND INTO

KL FLORIDA CITY LLC
(a Florida limited liability company)

These Articles of Merger are submitted in accordance with the Florida Revised Limited Liability Company Act (the "Act"), pursuant to Section 605.1025, Florida Statutes.

FIRST: The exact name and jurisdiction of the merging company is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>FL Document Number</u>
SC29 FL CITY LLC	Florida	LLC	L21000076220

SECOND: The exact name and jurisdiction for the surviving company is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>FL Document Number</u>
KL FLORIDA CITY LLC	Florida	LLC	L20000368370

THIRD: The merger shall become effective at 3:00 p.m. on February 26, 2021 (the "Effective Time").

FOURTH: The Plan of Merger meets the requirements of Section 605.1022 of the Act and was approved by written consent of the sole member of the merging company, upon recommendation by the manager, as of February 26, 2021, in accordance with the Act and the limited liability company operating agreement of the merging company.

FIFTH: The Plan of Merger meets the requirements of Section 605.1022 of the Act and was approved by joint written consent of the manager and the sole member of the surviving company, as of February 26, 2021, in accordance with the Act and the limited liability company operating agreement of the merging company.

SIXTH: This entity agrees to pay any members with appraisal rights the amount to which members are entitled under Sections 605.1006 and 604.1061-1072, Florida Statutes.

SEVENTH: The Articles of Organization and the limited liability company operating agreement of the surviving company in effect prior to the effective time of the merger shall each remain in effect, without modification, as the Articles of Organization and the limited liability company operating agreement of the surviving company immediately after the effective time of the merger.


[Signatures hereto contained on following page.]

IN WITNESS WHEREOF, the undersigned hereby executes these Articles of Merger as of the 26th day of February, 2021.

MERGING COMPANY:

SC29 FL CITY LLC, a
Florida limited liability company

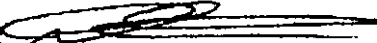
By: The Kolter Group LLC,
a Florida limited liability company, its manager

By: 
Name: Ron Hues
Title: Manager

SURVIVING COMPANY:

KL FLORIDA CITY LLC, a
Florida limited liability company

By: The Kolter Group LLC,
a Florida limited liability company, its manager

By: 
Name: Ron Hues
Title: Manager