

L990000001228

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

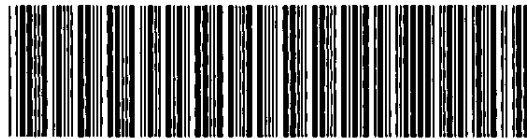
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

12 DEC 27 PM 4:50

Merger

DEC 28 2012

T. BROWN



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 475548 7232314

AUTHORIZATION :

COST LIMIT : \$ 80.00

ORDER DATE : December 27, 2012

ORDER TIME : 3:38 PM

ORDER NO. : 475548-005

CUSTOMER NO: 7232314

ARTICLES OF MERGER

FAE HOLDINGS 413644R, LLC

INTO

HIGH POINT CLUB APARTMENTS,
LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Becky Peirce

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: High Point Club Apartments, 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:

Gary Sherman
(Contact Person)

Corporation Service Company
(Firm/Company)

1180 Avenue of the Americas, Suite 210
(Address)

New York, NY 10036
(City, State and Zip Code)

For further information concerning this matter, please call:

Gary Sherman at (800) 927-9800
(Name of Contact Person) (Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$30.00

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 DEC 27 PM 4:50

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>High Point Club</u>	<u>Florida</u>	<u>limited liability co.</u>
<u>Apartments, LLC</u>		
<u>FAE Holdings 413644R, LLC</u>	<u>Delaware</u>	<u>limited liability co.</u>

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>High Point Club Apartments, LLC</u>	<u>Florida</u>	<u>limited liability co.</u>

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

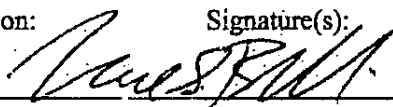
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

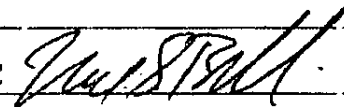
Street address: _____

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
High Point Club		Noel G. Belli
Apartments, LLC		

FAE Holdings 413644R, LLC		Noel G. Belli
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Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>High Point Club</u>	<u>Florida</u>	<u>limited liability co.</u>
<u>Apartments, LLC</u>		
<u>FAE Holdings 413644R, LLC</u>	<u>Delaware</u>	<u>limited liability co.</u>

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>High Point Club Apartments, LLC</u>	<u>Florida</u>	<u>limited liability co.</u>

THIRD: The terms and conditions of the merger are as follows:

High Point Club Apartments, LLC is the owner of 100% of the membership
interests in FAE Holdings 413644R, LLC and desires to merge with
FAE Holdings 413644R, LLC, with High Point Club Apartments, LLC
being the surviving entity.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

First American Exchange Company, LLC, a Delaware limited liability
company, the sole member of FAE Holdings 413644R, LLC, assigned
100% of its membership interest in FAE Holdings 413644R, LLC to
High Point Club Apartments, LLC pursuant to an "Assignment of
Membership Interest".

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Not applicable.

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

None.

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

None.

(Attach additional sheet if necessary)