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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : LOVING SCULLY LAW GROUP PLLC
Account Number : 070324003656
Phone : (954)764-1005
Fax Number : (954)764-1499

****Enter the email address for this business entity to be used for annual report mailings. Enter only one email address please.**

Email Address: jack@lovingscully.com

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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
Sunrise Properties & Investments #14, LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$108.75

105.00

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Sunrise Properties & Investments #14, 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:

Jack Loving

Contact Person

Loving Scully Law Group PLLC

Firm/Company

1323 SE Third Avenue

Address

Fort Lauderdale, FL 33316

City, State and Zip Code

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

For further information concerning this matter, please call:

Jack Loving

at (954) 764-1005

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

CR2E080 (2/14)

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

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, 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>
Sunrise Properties & Investments #13, LLC	Florida	LLC
Sunrise Properties & Investments #14, LLC	Florida	LLC
Sunrise Properties & Investments #15, LLC	Florida	LLC

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>
Sunrise Properties & Investments #14, LLC	Florida	LLC

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

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FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:


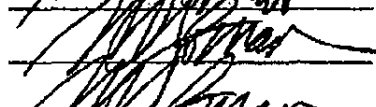
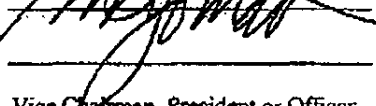
FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed 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:

31 July 2015

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s)	Typed or Printed Name of Individual:
Sunrise Properties & Investments #13, LLC		Austin Forman
Sunrise Properties & Investments #14, LLC		Austin Forman
Sunrise Properties & Investments #15, LLC		Austin Forman

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 an authorized person

Fees:	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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AGREEMENT AND PLAN OF MERGER

This agreement and plan of merger is made and entered into by and among the following Florida limited liability companies (LLCs): Sunrise Properties & Investments #13, LLC (#13); Sunrise Properties & Investments #14, LLC (#14); and Sunrise Properties & Investments #15, LLC (#15).

Whereas #13, #14, and #15 are all owned by the same members in the same proportions;

Whereas, the parties wish to combine all three LLCs through a merger of #13 and #15 into #14 in accordance with Fla. Stat. §605.1022-605.1026; and

Whereas the parties intend for federal income and state tax purposes the merger will be treated pursuant to reg. sec. 1.708-1(c)(3)(i) as an assets-over form of merger whereby #13 and #15 are treated as having contributed all their assets and liabilities to #14 in exchange for an interest in #14 and immediately thereafter #13 and #15 distribute the interests in #14 to their partners in liquidation of each.

Now therefore the parties agree that the Plan of Merger is as follows;

1. The name and form of each constituent Florida limited liability company to this Plan of Merger is;

Sunrise Properties & Investments #13, LLC, a Florida limited liability company
Sunrise Properties & Investments #14, LLC, a Florida limited liability company
Sunrise Properties & Investments #15, LLC, a Florida limited liability company

2. The surviving organization shall be Sunrise Properties & Investments #14, LLC, a Florida limited liability company

3. The Articles of Organization and the Operating Agreement of Sunrise Properties & Investments #14, LLC, a Florida limited liability company, as such articles and agreement exist on the effective date of the merger shall continue in full force and effect as they shall not change or be amended by the merger.

4. The manner and basis of converting the interests and the rights to acquire interests of the members of each limited liability company that is to be an acquired entity into interests of #14, is as follows: on the effective date of the merger all interests in #13 and #15 shall be cancelled by virtue of the merger and without any action on the part of any member therein, and inasmuch as the LLCs are all owned by the same members in the same proportions, no interests in #14 shall be issued and the members in #14 shall continue to own interests in the same proportion as owned prior to the merger.

5. All assets, rights, contracts, and privileges of #13 and #15 as they exist at the effective time of the merger shall pass to and vest in #14 without any conveyance or other transfer. #14 shall be responsible for all of the liabilities of every kind and description of #13 and #15.

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6. The "Effective Date" of the Articles of Merger is 31 July 2015. The merger shall have the effects set forth in Fla. Stat. §605.1026.

7. The parties agree that Austin M Forman, as managing member of each LLC is authorized to file and sign the Articles of Merger on behalf of each LLC.

8. The parties intend for federal and applicable state income tax purposes that the merger will be treated as undertaking an assets-over form of merger described in Treas. reg. sec. 1.708-1(c)(3)(i).

Dated:

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be executed as of the date first written above by their respective members.

SUNRISE PROPERTIES & INVESTMENTS #13, LLC

By: 

Austin Forman, Member

By: 

Blackash Partners, Ltd., Member

By William M Murphy as President of Blackpool Associates, Inc., General Partner thereof

SUNRISE PROPERTIES & INVESTMENTS #14, LLC

By: 

Austin Forman, Member

By: 

Blackash Partners, Ltd., Member

By William M Murphy as President of Blackpool Associates, Inc., General Partner thereof

SUNRISE PROPERTIES & INVESTMENTS #15, LLC

By: 

Austin Forman, Member

By: 

Blackash Partners, Ltd., Member

By William M Murphy as President of Blackpool Associates, Inc., General Partner thereof

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As to SUNRISE PROPERTIES & INVESTMENTS #13, LLC, each of the undersigned members of hereby waive any notice requirement under Fla. Stat. §605.1023(4).

By: 
Austin Forman, Member

By: 
Blackash Partners, Ltd. Member
By William M Murphy as President of Blackpool Associates, Inc., General Partner thereof

As to SUNRISE PROPERTIES & INVESTMENTS #14, LLC, each of the undersigned members of hereby waive any notice requirement under Fla. Stat. §605.1023(4).

By: 
Austin Forman, Member

By: 
Blackash Partners, Ltd. Member
By William M Murphy as President of Blackpool Associates, Inc., General Partner thereof

As to SUNRISE PROPERTIES & INVESTMENTS #15, LLC, each of the undersigned members of hereby waive any notice requirement under Fla. Stat. §605.1023(4).

By: 
Austin Forman, Member

By: 
Blackash Partners, Ltd., Member
By William M Murphy as President of Blackpool Associates, Inc., General Partner thereof

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