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DATE: 05/29/12

NAME: BRI 1829 PLAZA, LLC, FL

BRI 1829 DELAWARE PLAZA, LLC, DE

TYPE OF FILING: MERGER

COST: \$85.00

RETURN:

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

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**CERTIFICATE OF MERGER
OF
BRI 1829 PLAZA, LLC, A FLORIDA LIMITED LIABILITY COMPANY
INTO
BRI 1829 DELAWARE PLAZA, LLC, A DELAWARE LIMITED LIABILITY
COMPANY**

(Pursuant to Section 608.438, Florida Statutes and Section 18-209 of the Limited Liability
Company Act of the State of Delaware)

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The undersigned BRI 1829 Plaza, LLC, a limited liability company organized and existing under and by virtue of the Florida Limited Liability Company Act, and BRI 1829 Delaware Plaza, LLC, a limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware,

DO HEREBY CERTIFY:

FIRST: The name and state of organization of each of the constituent entities of the merger are as follows:

<u>Name</u>	<u>State of Organization</u>
BRI 1829 Plaza, LLC	Florida L10000070229
BRI 1829 Delaware Plaza, LLC	Delaware M12000002923

SECOND: The attached Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the provisions of Section 608.438, Florida Statutes and Section 18-209 of the Limited Liability Company Act of the State of Delaware.

THIRD: The name of the surviving limited liability company is BRI 1829 Delaware Plaza, LLC, a Delaware limited liability company.

FOURTH: The certificate of formation of BRI 1829 Delaware Plaza, LLC filed in the Office of the Secretary of State of Delaware shall be the certificate of formation of the surviving entity.

FIFTH: The address of the office of the surviving limited liability company is:

1140 E. Hallandale Beach Boulevard
Hallandale Beach, Florida 33009

SIXTH: The surviving entity has agreed to pay to any members with appraisal rights the amount to which such members are entitled under Sections 608.4351 – 608.43595, Florida Statutes.

SEVENTH: This Certificate of Merger shall be effective when filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned constituent entities have caused this Certificate of Merger to be duly executed by an authorized officer, the 25th day of May, 2012.

BRI 1829 PLAZA, LLC,
a Florida limited liability company

BY: IPH Management, LLC,
a Florida limited liability company,
its Manager

By: [Signature]
Name: Holmes Benzinger
Title: Vice President

BRI 1829 DELAWARE PLAZA, LLC,
a Delaware limited liability company

By: [Signature]
Name: Holmes Benzinger
Title: Vice President

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is made this 25th day of May, 2012, by and between BRI 1829 PLAZA, LLC, a Florida limited liability company ("BRI Florida") and BRI 1829 DELAWARE PLAZA, LLC, a Delaware limited liability company ("BRI Delaware").

WITNESSETH:

WHEREAS, the managers and members of BRI Florida and BRI Delaware have presented with a proposal whereby BRI Florida will be merged with and into BRI Delaware, with BRI Delaware being the surviving company; and

WHEREAS, all of the managers and members of BRI Florida and all of the managers and members of BRI Delaware deem it advisable, for the benefit of BRI Florida and BRI Delaware, that BRI Florida be merged with and into BRI Delaware, with BRI Delaware as the surviving company, pursuant to the provisions of the Florida Limited Liability Company Act (the "Florida Act") and the Limited Liability Company Act of the State of Delaware (the "Delaware Act"); and

WHEREAS, all of the managers and members of BRI Florida and all of the managers and members of BRI Delaware have approved and adopted this Agreement and Plan of Merger in accordance with the Florida Act and the Delaware Act, and the merger described herein by written consents of the managers and members of each such entity, each dated as of the date hereof; and

NOW, THEREFORE, for the purpose of prescribing the terms and conditions of the merger and such other details and provisions as are deemed necessary or advisable, BRI Florida and BRI Delaware hereby set forth the terms of the merger as follows:

1. Merger. The names of the entities which are to be merged are BRI 1829 Plaza, LLC, a Florida limited liability company, and BRI 1829 Delaware Plaza, LLC, a Delaware limited liability company (collectively the "Merged Entities"). In accordance with the provisions of the Florida Act and the Delaware Act, at the Effective Time (as hereinafter defined), BRI Florida shall be merged with and into BRI Delaware, and BRI Delaware shall be the surviving company (hereinafter the "Survivor") and as such shall continue to be governed by the laws of the State of Delaware.

2. Continuation of Existence. The existence and identity of Survivor, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the merger and the company existence and identity of BRI Florida with all its purposes, powers, franchises, privileges, rights and immunities, at the Effective Time shall be merged with and into that of BRI Delaware and Survivor shall be vested fully therewith and the separate existence and identity of BRI Florida shall thereafter cease, except to the extent continued by statute and this Agreement.

3. Property. At the Effective Time, any and all property, real, personal and mixed, of any of the Merged Entities, including the real property described on Exhibit "A" attached hereto, and all debts due as well as other things and causes of action belonging to any of the Merged Entities, shall be vested in BRI Delaware, and shall thereafter be the property of BRI Delaware as they were of such Merged Entity, and the title to any real property vested by deed or otherwise, shall not revert or be in any way impaired by reason of the merger but, rather shall immediately vest in BRI Delaware without further action by BRI Florida or BRI Delaware. All rights of creditors and all liens upon any property of any of the Merged Entities shall be preserved unimpaired, and all debts, liabilities and duties of any of the Merged Entities shall attach to BRI Delaware and may be enforced against BRI Delaware to the same extent as if the debts, liabilities and duties had been incurred or contracted by BRI Delaware.

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4. Effective Time. The merger shall become effective (the "Effective Time") upon the later of the filing of the Certificate of Merger with the Florida Secretary of State and the Secretary of State of Delaware.

5. Company Governance.

a. The Articles of Organization of BRI Delaware, as in effect on the Effective Time, as the same may be amended from time to time, shall continue in full force and effect and shall be the Articles of Organization of the Survivor.

b. The Operating Agreement of BRI Delaware, as in effect on the Effective Time, as the same may be amended from time to time, shall continue in full force and effect and shall be the Operating Agreement of the Survivor.

c. The Officers and Managers of BRI Delaware immediately preceding the Effective Time shall be the persons holding such positions for Survivor as of and immediately following the Effective Time.

d. The name and address of the manager of the Survivor is IPH Management, LLC, 1140 E. Hallandale Beach Blvd., Hallandale Beach, Florida 33009.

6. Cancellation and Conversion of Membership Interest. All outstanding membership interests of BRI Delaware immediately prior to the Effective Time shall remain outstanding and unchanged as of the Effective Time. All outstanding membership interests of BRI Florida shall be deemed cancelled as of the Effective Time.

[End of page. Signature page follows.]

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IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

BRI 1829 PLAZA, LLC,
a Florida limited liability company
BY: IPH Management, LLC,
a Florida limited liability company,
its Manager

By: [Signature]
Name: Joices Benesque
Title: Vice President

BRI 1829 DELAWARE PLAZA, LLC,
a Delaware limited liability company

By: [Signature]
Name: Joices Benesque
Title: Vice President

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Exhibit "A"

REAL PROPERTY

Plaza 100, located at 100 NE 3rd Street, Fort Lauderdale, Florida 33301, more particularly described as follows:

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF BROWARD, STATE OF FLORIDA, AND IS DESCRIBED AS FOLLOWS:

LOTS 12, 14, 16, 18, 20, 22 AND 24 LESS THE NORTH 10 FEET THEREOF; AND LOT 26 LESS THE NORTH 10 FEET AND LESS THE WEST 20 FEET AND LESS THE EXTERNAL AREA OF A 5 FOOT RADIUS CHORD LYING IN THE NORTHWESTERLY CORNER OF SAID LOT 26, THE TANGENTS BEING 10 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF SAID LOT 26 AND 20 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF SAID LOT 26; AND LOTS 19, 21 AND 23 LESS THE SOUTH 10 FEET THEREOF; AND LOT 25 LESS THE SOUTH 10 FEET AND LESS THE WEST 20 FEET THEREOF; ALL IN BLOCK C, "GEO. M. PHIPPEN'S SUBD. OF LOTS 3, 4, 5 AND 6, BLOCK 1, & LOTS 3 THROUGH 10, BLOCK 14, TOWN OF FT. LAUDERDALE", ACCORDING TO THE PLAT THEREOF, AS RECORDED IN PLAT BOOK B, AT PAGE 146, OF THE PUBLIC RECORDS OF MIAMI-DADE COUNTY, FLORIDA. SAID LANDS SITUATE, LYING AND BEING IN BROWARD COUNTY, FLORIDA.

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