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Division of Corporations

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To:

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

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)694-1639

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**MERGER OR SHARE EXCHANGE
VISCAYA 202 LLC**

Certificate of Status	1
Certified Copy	0
Page Count	10
Estimated Charge	\$68.75

RECEIVED
15 OCT -5 PM 4:28

STATE OF FLORIDA
DIVISION OF CORPORATIONS
FILING

15 OCT -5 AM 7:12

Merged
10/5/15, 2:44 PM
XENI/37

Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity

FILED
15 OCT -5 AM 7:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 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>
RESIDENCES AT VIZCAYA 204 CORP	FLORIDA	CORPORATION

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>
VISCAYA 202 LLC	DELAWARE	LLC

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, 605, 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:

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.

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:

CORPORATE CREATIONS NETWORK INC.

3411 SILVERSIDE ROAD #104

WILMINGTON, DELAWARE

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
RESIDENCES AT VIZCAYA 204 CORP		RONALD PANTIN
VISCAYA 202 LLC		TIMOTHY D. RICHARDS

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

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

BETWEEN

Viscaya 202 LLC AND RESIDENCES AT VIZCAYA 204 CORP.

THIS PLAN OF MERGER ("Plan") is entered into this 23rd day of June 2015 between Viscaya 202 LLC, a Delaware limited liability company and RESIDENCES AT VIZCAYA 204 CORP., a Florida corporation.

WITNESSETH

WHEREAS, the Manager of Viscaya 202 LLC and the director of Residences at Viscaya 204 Corp. deem it desirable and in the best business interests of Viscaya 202 LLC and its members and Residences at Viscaya 204 Corp. and its shareholders that Residences at Viscaya 204 Corp. be merged into Viscaya 202 LLC upon the terms and subject to the conditions set forth in this Plan.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, representations and warranties herein contained the parties hereto agree as follows:

ARTICLE I

Merger

Section 1. Surviving Entity. At the Effective Date, as defined in Section 2, Residences at Viscaya 204 Corp. shall be merged into Viscaya 202 LLC, forming one entity, which shall be referred to herein as the "Surviving Entity".

Section 2. Effective Date. Subject to the terms of this Plan, the Merger shall become effective upon the filing with the office of the Secretary of State ("Effective Date"). Articles of Merger shall be filed with the State of Florida and State of Delaware and in substantially the form of Exhibit "A" attached hereto or such other form reasonably satisfactory to the parties hereto (the "Articles of Merger") and consistent with this Plan.

Section 3. Further Assurance. If, at any time after the Effective Date, either party shall decide that any further assignments, assumptions or other instruments are necessary or desirable to vest, perfect or confirm of record or otherwise, in either party the title to any property or right acquired or to be acquired by reason or as a result of the Merger, the Manager of the Surviving Entity or, as the case may be the directors of Residences at Viscaya 204 Corp. shall execute and deliver all deeds, assignments and other instruments and do all things reasonably necessary to properly vest, perfect and confirm title to such property or rights and otherwise to carry out the terms and conditions of this Plan.

Section 4. Regulations. The Operating Agreement of Viscaya 202 LLC in effect immediately prior to the Effective Date shall be and, until amended as provided therein, continue to be the Operating Agreement of the Surviving Entity after the Effective Date.

Section 5. Articles of Organization of Residences at Vizcaya 204 Corp. The Articles of Organization of Viscaya 202 LLC as amended and in effect immediately prior to the Effective Date shall be and, until further amended as provided by law, continue to be the Articles of Organization of the Surviving Entity.

Section 6. Manager(s). The Manager(s) of Viscaya 202 LLC immediately prior to the Effective Date shall constitute the Manager(s) of the Surviving Entity after the Effective Date until his or her successor(s) shall have been elected and qualified as provided in the Operating Agreement of the Surviving Entity and in this Plan.

ARTICLE 2

Cancellation of Stock at the Effective Date

Each share of Residences at Vizcaya 204 Corp. issued and outstanding immediately prior to the Effective Date, by reason of the Merger, shall be cancelled on the Effective Date.

ARTICLE 3

Effect of Merger

Section 1. Upon the Effective Date:

a) Viscaya 202 LLC and Residences at Vizcaya 204 Corp. shall become a single entity of which Viscaya 202 LLC shall be the Surviving Entity and continue its existence under the laws of the State of Delaware. The name of the Surviving Entity shall be Viscaya 202 LLC.

(b) The separate existence of Residences at Vizcaya 204 Corp. shall cease, and the Surviving Entity shall possess all the rights, privileges, immunities and franchises of Residences at Vizcaya 204 Corp. On the Closing Date, all property, real, personal and mixed, debts and all other choses in action and all and every other interest of or belonging to or due to Residences at Vizcaya 204 Corp. shall be transferred to the Surviving Entity. The title to any real estate, or any interest therein, vested in Residences at Vizcaya 204 Corp. shall not revert or be in any way impaired by reason of the Merger. The Surviving Entity shall thenceforth be responsible and liable for all the liabilities and obligations of Residences at Vizcaya 204 Corp. The Merger shall impair neither the rights of creditors nor any liens upon the property of Residences at Vizcaya 204 Corp.

Section 2. Manner and Basis of Converting Interests. The authorized membership units of Viscaya 202 LLC are 100 units. The issued and outstanding shares of Residences at Vizcaya 204 Corp. are 100,000 units, at US\$1.00 par value. Each share of Residences at Vizcaya 204 Corp. ("Share") represents ownership interest in Residences at Vizcaya 204 Corp. Each share of Residences at Vizcaya 204 Corp. issued and outstanding immediately prior to the Effective Date of the Merger, by reason of the Merger, shall be converted into and become one membership Unit of Viscaya 202 LLC, the Surviving Entity, upon the effective date of the Merger, and each certificate representing shares of Residences at Vizcaya 204 Corp. immediately prior to the effective date shall thereupon become and be deemed for all corporate purposes to evidence the ownership of the same number of Units of the Surviving Entity.

ARTICLE 4

Representations and Warranties of

RESIDENCES AT VIZCAYA 204 CORP.

Residences at Vizcaya 204 Corp. represents and warrants to Viscaya 202 LLC as follows:

Due Organization, Etc. Residences at Vizcaya 204 Corp. is a duly organized and validly existing corporation in good standing under the laws of the State of Florida and satisfactory evidence of such good standing has been or will promptly be delivered to Viscaya 202 LLC.

ARTICLE 5

Representations and Warranties of

Viscaya 202 LLC

Viscaya 202 LLC represents and warrants to Residences at Vizcaya 204 Corp. as follows:

Due Organization, Etc. Viscaya 202 LLC is a duly organized and validly existing limited liability company in good standing under the laws of the State of Delaware and satisfactory evidence of such good standing has been or will promptly be delivered to Residences at Vizcaya 204 Corp.

ARTICLE 6

Successors and Assigns

All terms, covenants, representations, warranties and conditions of this Plan shall be binding upon and inure to the benefit of and be enforceable by the parties hereto and their respective successors and assigns.

ARTICLE 7

Managers

The name and business address of the Manager(s) of Viscaya 202 LLC is as follows:

Richards, Timothy D.
2665 South Bayshore Drive
Suite 703
Miami, Florida 33133

ARTICLE 8

General Provisions

Section 1. Place of Closing, Closing Date. The closing shall take place at the offices of Richards & Associates, P.A., 2665 South Bayshore Drive, Suite 703, Miami, Florida, 33133 on or before the tenth (10th) day following the Effective Date or at such other place, and at such time, as the parties may mutually agree ("Closing Date").

Section 2. Entire Understanding. This Plan constitutes the entire agreement and supersedes all prior agreements, both written and oral, between the parties hereto with respect to the subject matter hereof.

Section 3. Waivers. The failure of any party at any time or times to require performance of any provision hereof shall in no manner affect its right at a later time to enforce the same. No waiver by any party of any condition of any breach of any term, covenant, representation or warranty contained in this Plan shall be effective unless in writing, and no waiver in any one or more instances shall be deemed to be a further continuing waiver of any such condition or breach in other instances or a waiver of any other condition or breach of any other term, covenant, representation or warranty.

Section 4. Termination. At any time prior to the filing of the Articles of Merger with Viscaya 202 LLC and Residences at Viscaya 204 Corp., either party may terminate this Plan hereto.

Section 5. Counterparts. This Plan may be executed simultaneously in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Section 6. Heading. The headings preceding the text of sections of this Plan are for convenience only and shall not be deemed part of this Plan.

Section 7. Applicable Law. This Plan shall be governed, construed and enforced in accordance with the laws of the State of Florida.

~~IN WITNESS WHEREOF, the parties have hereto set their hands and seals as of the date first~~
above written.

Viscaya 202 LLC
a Delaware limited liability company

By:


Timothy D. Richards, Manager

RESIDENCES AT VIZCAYA 204 CORP.
a Florida corporation

By:


Ronald Pantin, Director

State of Delaware
Certificate of Merger of a Foreign Corporation into a Domestic Limited Liability Company

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Limited Liability Company is VISCAYA 202 LLC, a Delaware Limited Liability Company.

Second: The name of the Foreign Corporation being merged into this surviving Limited Liability Company is RESIDENCES AT VIZCAYA 204 CORP.
The jurisdiction in which this Corporation was formed is Florida.

Third: The Agreement of Merger has been approved and executed by both Corporation and Limited Liability Company.

Fourth: The name of the surviving Limited Liability Company is VISCAYA 202 LLC.

Fifth: The executed agreement of merger is on file at 2665 South Bayshore Drive Suite 703, Miami, Florida 33133, the principal place of business of the surviving Limited Liability Company.

Sixth: A copy of the agreement of merger will be furnished by the surviving Limited Liability Company on request, without cost, to any member of the Limited Liability Company or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by an authorized person, this day of September, 2015.

By:


Ronald Pantin

Name:

Ronald Pantin

By:


Timothy D. Richards

Name:

Timothy D Richards