

M170000002047

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

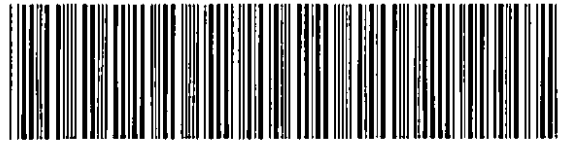
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600337190346

11/21/19--01002--013 **235.00

19 NOV 20 11 54 33

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
19 NOV 20 PM 4:53

NOV 25 2019
C McNAIR

IL 65114



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
DIVISION OF CORPORATIONS
19 NOV 20 PM 4:53

November 21, 2019

SUNSHINE STATE CORPORATE COMPLIANCE CO

SUBJECT: 3801 NMA LLC
Ref. Number: M17000002047

CORRECTED
Please Allow For
Same File Date

We have received your document and check(s) totaling \$235.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The subject corporation was administratively dissolved on September 28, 2018 for failure to file its 2018 annual report/uniform business report.

If you still choose to voluntarily dissolved the corporation, please return your articles of dissolution.

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair
Regulatory Specialist II

Letter Number: 019A00023796

*Hi Cheryl,
This entity has been
reinstated- please
see attached docs*

*Please return a cert copy
and cert of status
thanks.*

19 NOV 20 PM 4:51

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 11/20/2019

****WALK IN****

ENTITY NAME 3801 HOLDCO MERGER SUB, LLC

3819 NMA SUB, LLC

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXX

Plain Copy

XXXX

Certified Copy

Certificate of Status

19 NOV 20 PM 1:53
FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE' / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$85.00

CHECK # 6874

Please call Tina at the above number for any issues or concerns. Thank you so much!

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION-
19 NOV 20 PM 4: 53

**ARTICLES OF MERGER
OF
3801 HOLDCO MERGER SUB LLC AND
3819 NMA SUB LLC
WITH AND INTO
3801 NMA LLC**

Pursuant to Section 605.1025, Florida Statutes, the undersigned hereby submit the following Articles of Merger:

1. 3801 Holdco Merger Sub LLC, a Delaware limited liability company, and 3819 NMA Sub LLC, a Florida limited liability company, shall be merged with and into 3801 NMA LLC, a Delaware limited liability company (the "Merger"). 3801 NMA LLC shall be the surviving entity of the Merger and continue as a Delaware limited liability company.

2. The name, street address of its principal office, jurisdiction and entity type of each merging entity that will not be the surviving entity, are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
3801 Holdco Merger Sub LLC 21500 Biscayne Boulevard Suite 302 Aventura, FL 33180	Delaware	Limited Liability Company
3819 NMA Sub LLC 21500 Biscayne Boulevard Suite 302 Aventura, FL 33180	Florida	Limited Liability Company

3. The name, street address of its principal office, jurisdiction and entity type of the surviving entity is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
3801 NMA LLC 21500 Biscayne Boulevard Suite 302 Aventura, FL 33180	Delaware	Limited Liability Company

4. In accordance with Section 605.0207(4)(a) of the Florida Revised Limited Liability Company Act, the Merger shall become effective at 12:01 a.m. on November 21, 2019 (which is the first business day following the date of filing of these Articles of Merger).

5. The Merger was approved by 3819 NMA Sub LLC, the sole domestic merging entity, in accordance with Sections 605.1021-605-1026, as applicable, of the Florida Revised Limited Liability Company Act. The Merger was approved by 3801 Holdco Merger Sub LLC

and 3801 NMA LLC, in each case in accordance with the law of the State of Delaware (the jurisdiction of formation for each such entity).

6. 3801 NMA LLC, the surviving company, has a certificate of authority to transact business in the State of Florida.

7. No member of either merging entity or the surviving entity is entitled to appraisal rights, including with respect to 3819 NMA Sub LLC, a Florida limited liability company, the sole member of 3819 NMA Sub LLC approved the Merger and, accordingly, no member of 3819 NMA Sub LLC is entitled to appraisal rights under the provisions of Sections 605.1006 or 605.1061-1072 of the Florida Revised Limited Liability Company Act.

8. Pursuant to Section 605.1025, Florida Statutes, a copy of these Articles of Merger, certified by the Department of State of the State of Florida, may be filed in the official records of any county in the State of Florida in which any party to the Merger, including 3801 NMA LLC and 3819 NMA Sub LLC, holds any interest in real property.

[Signatures appear on the following pages]

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of the merging entities and the surviving entity as of the 20th day of November, 2019.

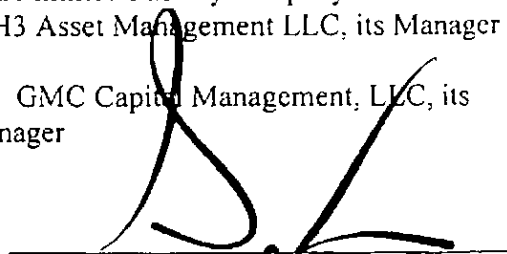
SURVIVING COMPANY:

3801 NMA LLC,

a Delaware limited liability company

By: BH3 Asset Management LLC, its Manager

By: GMC Capital Management, LLC, its Manager

By: 
Gregory Freedman, Manager

CONSTITUENT NON-SURVIVING COMPANIES:

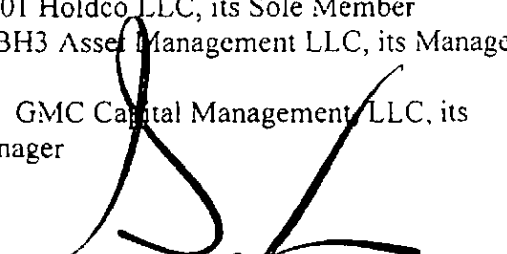
3801 HOLDCO MERGER SUB LLC,

a Delaware limited liability company

By: 3801 Holdco LLC, its Sole Member

By: BH3 Asset Management LLC, its Manager

By: GMC Capital Management, LLC, its Manager

By: 
Gregory Freedman, Manager

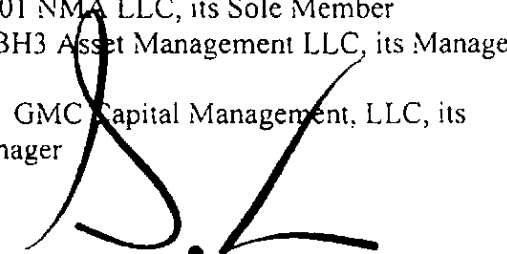
3819 NMA SUB LLC,

a Florida limited liability company

By: 3801 NMA LLC, its Sole Member

By: BH3 Asset Management LLC, its Manager

By: GMC Capital Management, LLC, its Manager

By: 
Gregory Freedman, Manager