

M18000000 1477

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

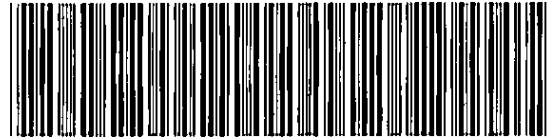
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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18 MAR 14 AM 8:04

2018 MAR 14 PM 4:13
PALM BEACH, FLORIDA

merger

R. WHITE

MAR 19 2018



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 15, 2018

COGENCY GLOBAL
WALK IN
TALLAHASSEE, FL

SUBJECT: VBA II, LLC
Ref. Number: L15000200589

We have received your document for VBA II, LLC and the authorization to debit your account in the amount of \$50.00. However, the document has not been filed and is being returned for the following:

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 118A00005236



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
866.625.0838
COGENCYGLOBAL.COM

Date: March 16, 2018

Account#: I200000000088

Name: Marisa Kugelman

Reference #: D314795

Entity Name: VBA II, LLC

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

Please retain original filing date

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$50.00

Signature: Marisa Kugelman

• CORPORATE HQ
COGENCY GLOBAL INC.
10 E 40TH ST., 10TH FL
NY, NY 10016
800.271.0102
+1.212.947.7200

• EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REGISTERS IN ENGLAND & WALES
96-97 FLEET STREET
6 BEVIS MARKS, 1ST FL
LONDON EC3A 7BA
+44 (0)20.3786.1090

• ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
INFINITUS PLAZA, 12TH FL
199 DES VOEUX RD CENTRAL
HONG KONG
+852.3975.1803



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
866.625.0838
COGENCYGLOBAL.COM

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Vertical Bridge S3 Assets, 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:

Millie Shearer

Contact Person

Vertical Bridge

Firm/Company

150 Park of Commerce Dr., #200

Address

Boca Raton, FL 33433

City, State and Zip Code

mshearer@verticalbridge.com

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

For further information concerning this matter, please call:

Millie Shearer

Name of Contact Person

at (561) 948-6358

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

FILED

Articles of Merger
For
Florida Limited Liability Company

18 MAR 14 AM 8:04

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> |
|-------------|---------------------|-------------------------|
| VBA II, 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> |
|--------------------------------|---------------------|-------------------------|
| Vertical Bridge S3 Assets, LLC | Delaware | 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).

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.

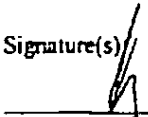
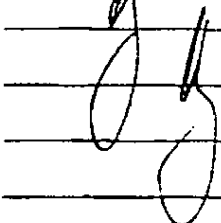
This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

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:

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: |
|------------------------------|---|--------------------------------------|
| Daniel Mariberg |  | SR VP |
| Daniel Mariberg |  | SR VP |
| | | |
| | | |

| | |
|-----------------------------------|---|
| 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 |

| | | | | |
|---------------------|-------------------------------------|---------|--|---------|
| <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 |