

8/27/2020

M20000007169

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

RESUBMIT: Please use
original file date 08/27/20

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To: Division of Corporations
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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MERGER OR SHARE EXCHANGE
HIALEAH GARDENS PARTNERS LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$102.50

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August 28, 2020

FLORIDA DEPARTMENT OF STATE
Division of Corporations

HIALEAH GARDENS PARTNERS LLC
10165 NW 19 ST
MIAMI, FL 33172

SUBJECT: HIALEAH GARDENS PARTNERS LLC
REF: M20000007169

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

PLEASE USE THE CURRENT LLC MERGER FORM WHICH CAN BE DOWNLOADED FROM OUR WEBSITE AT WWW.SUNBIZ.ORG AS THE DOCUMENT SUBMITTED DOES NOT MEET THE REQUIREMENTS OF 605.1025.

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.

Darlene Connell
Regulatory Specialist II Supervisor

FAX Aud. #: H20000298456
Letter Number: 520A00016510

P.O. BOX 6327 - Tallahassee, Florida 32314

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2020 JUL 27 A 10:27

**CERTIFICATE OF MERGER
OF
EEBB APARTMENT II LTD.
(a Florida limited partnership),
EEB LAND I LLC
(A Florida limited liability company),**

WITH and INTO

**HIALEAH GARDENS PARTNERS LLC
(A Delaware limited liability company)**

The undersigned domestic companies, duly formed and existing under and by virtue of the Florida Revised Limited Liability Company Act and the Florida Limited Partnership Act, do hereby certify that:

FIRST: The name, jurisdiction of formation or organization and type of entity of each of the domestic limited liability companies and other business entities which are to merge are as follows:

<u>Name</u>	<u>State</u>	<u>Type of Entity</u>
EEBB Apartment II LTD.	Florida	Limited Partnership
EEB Land I LLC	Florida	Limited Liability Company
Hialeah Gardens Partners, LLC	Delaware	Limited Liability Company

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M2-7169

SECOND: An Agreement and Plan of Merger, dated as of the date hereof by and between EEB Land I LLC, EEBB Apartment II LTD., and Hialeah Gardens Partners LLC (the "Agreement of Merger"), has been approved and executed by each of the domestic limited liability companies and other business entities which are to merge. This merger is submitted in accordance with Section 605.1025, Florida Statutes.

THIRD: The name of the surviving other business entity is "Hialeah Gardens Partners LLC" (the "Surviving Company").

FOURTH: The merger is to become effective on the date of filing.

FIFTH: The executed Agreement of Merger is on file at a place of business of the Surviving Company. The address of such place of business of the Surviving Company is 10165 NW 19th Street, Miami, Florida 33172.

SIXTH: A copy of the Agreement of Merger will be furnished by the Surviving Company on request and without cost, to any member of any domestic limited liability company and any person holding an interest in any other business entity which is to merge.

SEVENTH: The Surviving Company agrees that it may be served with process in the State of Florida in any action, suit or proceeding for the enforcement of any obligation of EEB Land I

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LLC and EEBB Apartment II LTD., the domestic companies which are to merge, irrevocably appointing the Secretary of State of Florida as its agent to accept service of process in any such action, suit or proceeding and specifies that the address to which a copy of such process shall be mailed to it by the Secretary of State of Florida is 10165 NW 19th Street, Miami, Florida 33172.

EIGHTH: This Certificate may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute but one document. Facsimile signatures shall be deemed originals for all purposes of this Certificate.

[Signature Page Follows]

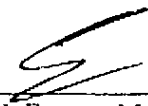
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IN WITNESS WHEREOF, the undersigned have executed this Certificate as of August 26, 2020

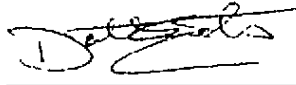
EEBB APARTMENT II LTD., a Florida limited partnership

By: EEBB Apartment II GP LLC, a Delaware limited liability company, its General Partner

By: EEBB Operating II LLC, a Florida limited liability company, its Manager

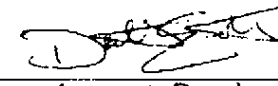
By: 
Edward J. Easton, Manager

EEB LAND 1 LLC, a Florida limited liability company

By: 
Name: Edward Dalton Easton
Title: Authorized Signatory

HIALEAH GARDENS PARTNERS LLC, a Delaware limited liability company

By: EEB Land Holdco LLC, a Delaware limited liability company, its Managing Member

By: 
Name: Edward Dalton Easton
Title: Authorized Signatory