

8/27/2020

Division of Corporations

H200002984563

Florida Department of State

Division of Corporations  
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To:

Division of Corporations  
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From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : 120000000195  
Phone : (850)521-0821  
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**\*\*Enter the email address for this business entity to be used for future  
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**MERGER OR SHARE EXCHANGE  
HIALEAH GARDENS PARTNERS LLC**

Certificate of Status	0
Certified Copy	0
Page Count	03
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SEP-01-2020

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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 refax 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](http://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

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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

A16-558  
L2-126120  
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 19<sup>th</sup> 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 19<sup>th</sup> 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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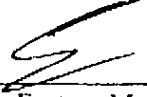
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IN WITNESS WHEREOF, the undersigned have executed this Certificate as of August  
26, 2020

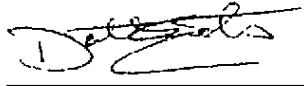
**EEBB APARTMENT II LTD.**, a Florida  
limited partnership

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

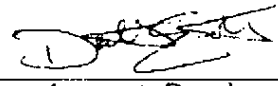
By:   
Edward J. Easton, Manager

**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

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