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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

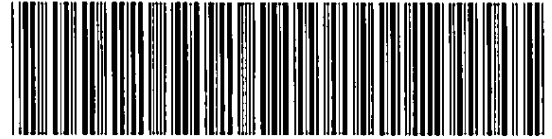
(Business Entry Name)

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FEB 02 2022

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 443100 4303929
AUTHORIZATION : *Squibb Levan*
COST LIMIT : \$ 50.00

ORDER DATE : January 31, 2022
ORDER TIME : 2:04 PM
ORDER NO. : 443100-005
CUSTOMER NO: 4303929

ARTICLES OF MERGER

EWE HIALEAH II NEWCO, LLC

INTO

HIALEAH GARDENS PARTNERS II
PROPERTY OWNER, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Alexxis Weiland

**CERTIFICATE OF MERGER
OF
EWE HIALEAH II NEWCO, LLC
(A Florida limited liability company),**

WITH and INTO

**HIALEAH GARDENS PARTNERS II PROPERTY OWNER, LLC
(A Delaware limited liability company)**

The undersigned domestic company, duly formed and existing under and by virtue of the Florida Revised Limited Liability Company Act, and in accordance with s. 605.1025, Florida Statutes, does hereby certify that:

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

<u>Name</u>	<u>State</u>	<u>Type of Entity</u>
EWE HIALEAH II NEWCO, LLC	Florida	Limited Liability Company
HIALEAH GARDENS PARTNERS II PROPERTY OWNER, LLC	Delaware	Limited Liability Company

SECOND: An Agreement and Plan of Merger, dated as of the date hereof by and between EWE HIALEAH II NEWCO, LLC and HIALEAH GARDENS PARTNERS II PROPERTY OWNER, LLC (the "*Agreement of Merger*"), has been approved and executed by the domestic limited liability company and other business entities which are to merge. This merger is intended to occur as an "assets-over form of merger" in accordance with Treasury Regulation Section 1.708-1(c)(3)(i).

THIRD: The name of the surviving other business entity is "HIALEAH GARDENS PARTNERS II PROPERTY OWNER, 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 1065 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 EWE HIALEAH II NEWCO, LLC, the domestic company which is to merge, irrevocably appointing the Secretary of State of Florida as its agent to accept service of process in any such action, suit or

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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]

IN WITNESS WHEREOF, the undersigned have executed this Certificate as of
January 31st, 2022

EWE HIALEAH II NEWCO, LLC, a Florida
limited liability company

By: EWE Warehouse Investments LXXVII LLC, a
Florida limited liability company, its sole
member

By: _____

Name: Edward J. Easton

Title: Manager

**HIALEAH GARDENS PARTNERS II
PROPERTY OWNER, LLC**, a Delaware limited
liability company

By: Hialeah Gardens Partners II, LLC, a Delaware
limited liability company, its sole member

By: EWE Warehouse Investments LXXVII
LLC, a Florida limited liability company,
its managing member

By: _____

Name: Edward J. Easton

Title: Manager