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(Business Entity Name)

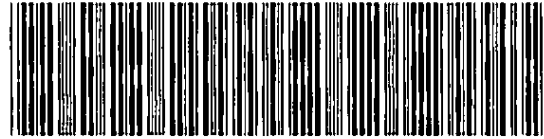
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

Mergt

12-15-17

DC



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 22, 2017

STEVE C. CRONIG ESQ
2525 PONCE DE LEON BLVD 4TH FL
CORAL GABLES, FL 33134

SUBJECT: THE RESIDENCES AT ONE BAL HARBOUR CONDOMINIUM
ASSOCIATION, INC.
Ref. Number: N07000008030

We have received your document for THE RESIDENCES AT ONE BAL HARBOUR CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of merger for LLC's merging into not for profit corporations must be filed pursuant to Ch. 607.1109 Fla. Statutes. Please see the enclosed information.

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: 717A00023771

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Residences at One Bal Harbour Condominium Association, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Steven C. Cronig, Esq.

Contact Person

Hinshaw & Culbertson LLP

Firm/Company

2525 Ponce de Leon Blvd., 4th Floor

Address

Coral Gables, Florida 33134

City, State and Zip Code

scc@hinshawlaw.com

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

For further information concerning this matter, please call:

Steven C. Cronig, Esq.

at (305) 358-7747

Name of Contact Person

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 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>
One Bal Harbour Hotel Facilities, LLC.	Florida	Limited liability company
The Residences at One Bal Harbour	Florida	Corporation, not-for-profit
Condominium Association, Inc.		

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>
The Residences at One Bal Harbour		
Condominium Association, Inc.	Florida	Corporation, not-for-profit

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the 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.

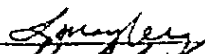

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
The Residences at One Bal Harbour Condominium Association, Inc.		Louis Mayberg
One Bal Harbour Hotel Facilities, LLC.		Michael Shehadi, President of One Bal Harbour Corporation, its Manager
_____	_____	_____
_____	_____	_____

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 a member or authorized representative

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

AGREEMENT AND PLAN OF MERGER

BETWEEN

ONE BAL HARBOUR HOTEL FACILITIES, LLC.,
a Florida limited liability company

AND

THE RESIDENCES AT ONE BAL HARBOUR CONDOMINIUM ASSOCIATION, INC.,
a Florida corporation, not for profit

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of the 13th day of November 2017 (the "Effective Date") by and between **ONE BAL HARBOUR HOTEL FACILITIES, LLC.**, a Florida limited liability company (hereinafter "FL Subsidiary") and **THE RESIDENCES AT ONE BAL HARBOUR CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation, not for profit (hereinafter "FL Corporation").

RECITALS

FL Subsidiary is a limited liability company formed and existing under the laws of the State of Florida, its Articles of Organization having been registered with the Office of the Secretary of State of the State of Florida on December 19, 2013 (Florida Document #L13000175142); and

FL Corporation is a corporation formed and existing under the laws of the State of Florida, its Articles of Incorporation having been filed in the Office of the Secretary of State of the State of Florida on August 15, 2007 (Florida Document #N07000008030); and

FL Corporation is a condominium association and does not issue stock certificates. Membership in FL Corporation is evidenced by ownership of a condominium unit at The Residences at One Bal Harbour, a Condominium.

FL Corporation is the owner of one hundred percent (100%) of the membership interests of FL Subsidiary; and

The power to take any action by FL Subsidiary is vested in its sole Manager, One Bal Harbour Corporation. The power to take any action by FL Corporation is vested in its Board of Directors.

Pursuant to the duly authorized action of the Board of Directors of FL Corporation and the duly authorized action of the sole Manager of FL Subsidiary, FL Corporation and FL Subsidiary intend to merge FL Subsidiary with and into FL Corporation, and to have FL Corporation be possessed of all the estates, property, rights, privileges and franchises of FL Subsidiary, on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of the laws of the State of Florida, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, FL Subsidiary and FL Corporation have agreed and do hereby agree, each with the other as follows:

ARTICLE I

FL Subsidiary and FL Corporation shall be merged into a single corporation, in accordance with Florida Statutes §617.1108 and Florida Statutes §605.1021, by FL Subsidiary merging with and into FL Corporation and with FL Corporation being the surviving company.

ARTICLE II

Upon the merger becoming effective as provided herein (the time when the merger shall so become effective being sometimes herein referred to as the "*Effective Date of the Merger*"), FL Subsidiary shall be merged with and into FL Corporation, and the separate existence of FL Subsidiary shall cease, except to the extent provided by the laws of the State of Florida. FL Corporation shall be the surviving entity and it shall continue to be governed by the laws of the State of Florida. All assets of FL Subsidiary, as they exist as of the Effective Date of the Merger, shall pass to and vest in FL Corporation without the need for any conveyance or other transfer; and FL Corporation shall be considered the same business and corporate entity as FL Subsidiary with all the rights, powers, and duties of FL Subsidiary and FL Corporation shall be responsible for all the liabilities, if any, of FL Subsidiary existing as of the Effective Date of the Merger. The federal tax identification number of FL Corporation shall remain unchanged as the federal tax identification number of the merged entity.

ARTICLE III

The Articles of Incorporation of FL Corporation shall not be amended in any respect by reason of this Agreement and shall continue as the Articles of Incorporation of FL Corporation as the surviving company. The by-laws of FL Corporation in effect immediately prior to the Effective Date of the Merger shall continue as the by-laws of FL Corporation as the surviving entity. The directors and officers of FL Corporation, immediately prior to the Effective Date of the Merger shall continue to hold such positions with FL Corporation as the surviving entity.

ARTICLE IV

The manner of converting the outstanding ownership interests of each of FL Subsidiary and FL Corporation shall be as follows:

- a. All membership interests of FL Subsidiary shall, without any further action on the part of FL Subsidiary, be canceled, retired, and shall cease to exist;
- b. All membership interests of FL Corporation issued and outstanding at and as of the Effective Date of the Merger will remain issued and outstanding;

ARTICLE V

FL Corporation, as the surviving entity, agrees that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of FL Subsidiary and/or FL Corporation, as well as for enforcement of any obligation of the surviving entity arising from this Merger, including any suit or other proceeding to enforce the rights of any members as determined in appraisal

proceedings pursuant to the laws of the State of Florida. FL Corporation irrevocably appoints Steven Carlyle Cronig, having an address of Hinshaw & Culbertson LLP, 2525 Ponce de Leon Blvd., 4th Floor, Coral Gables, Florida 33134, as its agent to accept service of process in any such suit or proceeding.

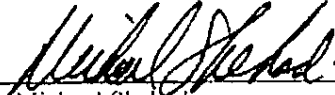
ARTICLE VI

This Agreement may be amended or rescinded for any reason at any time prior to the filing of the Articles of Merger with the Secretary of State of Florida by the Manager of FL Subsidiary and the Board of Directors of FL Corporation.

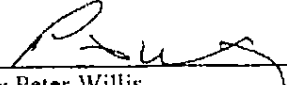
IN WITNESS WHEREOF, FL Subsidiary and FL Corporation, pursuant to the duly authorized action of the Manager of FL Subsidiary and the unanimous action of the Board of Directors of FL Corporation, have caused this Agreement and Plan of Merger to be executed the date and year first written above.

**ONE BAL HARBOUR HOTEL FACILITIES,
LLC.,** a Florida limited liability company

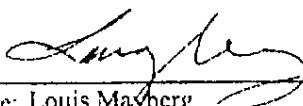
By: **ONE BAL HARBOUR CORPORATION,**
a Florida not-for-profit corporation

By: 
Name: Michael Shehadi
Title: President

(Corporate Seal)

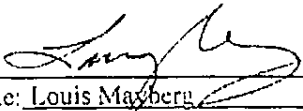
By: 
Name: Peter Willis
Title: Vice President

(Corporate Seal)


By: 
Name: Louis Mayberg
Title: Secretary/Treasurer

(Corporate Seal)


**THE RESIDENCES AT ONE BAL HARBOUR
CONDOMINIUM ASSOCIATION, INC.,**
a Florida not-for-profit corporation

By: 
Name: Louis Maxberg
Title: President

(Corporate Seal)

By: 
Name: Peter Willis
Title: Vice President

(Corporate Seal)

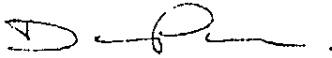
By: 
Name: Michael Shehadi
Title: Secretary/Treasurer

(Corporate Seal)


CERTIFICATION

MICHAEL SHEHADI, being the President of **ONE BAL HARBOUR CORPORATION**, a Florida corporation, not for profit, which is the sole Manager of **ONE BAL HARBOUR HOTEL FACILITIES, LLC.**, a Florida limited liability company, organized and existing under the laws of the State of Florida, hereby certifies that: (i) The Residences at One Bal Harbour Condominium Association, Inc. is the sole Member of One Bal Harbour Hotel Facilities, LLC.; (ii) One Bal Harbour Corporation is the sole Manager of One Bal Harbour Hotel Facilities, LLC.; and (iii) the Agreement and Plan of Merger to which this certificate is attached was unanimously approved by the Board of Directors of One Bal Harbour Corporation in its capacity as the sole Manager of FL Subsidiary and by the Board of Directors of The Residences at One Bal Harbour Condominium Association, Inc., in its capacity as sole Member of One Bal Harbour Hotel Facilities, LLC.

WITNESS the execution hereof on behalf of **ONE BAL HARBOUR HOTEL FACILITIES, LLC.**, a Florida limited liability company, this 13th day of November 2017 at Bal Harbour, Florida..



Danna Prpich
COMMISSION # FF137954
EXPIRES: JUL 01, 2018
BONDED THRU
1st FLORIDA NOTARY, LLC





Michael Shehadi, the President of **ONE BAL HARBOUR CORPORATION**, a Florida not-for-profit corporation, in its capacity as Manager of **ONE BAL HARBOUR HOTEL FACILITIES, LLC.**, a Florida limited liability company

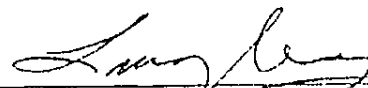
(Corporate Seal)

CERTIFICATION

Louis Mayberg, being the President of **THE RESIDENCES AT ONE BAL HARBOUR CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation not for profit, organized and existing under the laws of the State of Florida hereby certifies that: (i) The Residences at One Bal Harbour Condominium Association, Inc. is the sole Member of One Bal Harbour Hotel Facilities, LLC.; (ii) One Bal Harbour Corporation is the sole Manager of One Bal Harbour Hotel Facilities, LLC.; and (iii) the Agreement and Plan of Merger to which this certificate is attached was unanimously approved by the Board of Directors of The Residences at One Bal Harbour Condominium Association, Inc., in its capacity as Sole Member of One Bal Harbour Hotel Facilities, LLC.

WITNESS the execution hereof on behalf of THE RESIDENCES AT ONE BAL HARBOUR CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation, this 13th day of November, 2017.


 **Danna Prpich**
COMMISSION # FF 137954
EXPIRES: JUL 01, 2018
BONDED THRU
1st FLORIDA NOTARY, LLC



Louis Mayberg, President of **THE RESIDENCES AT ONE BAL HARBOUR CONDOMINIUM ASSOCIATION, INC.**, a Florida not-for-profit corporation

(Corporate Seal)