

7/5/2017 7:51 AM FROM: 3058917717

TO: 1850617635

P15000064999

Florida Department of State  
Division of Corporations  
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MERGER OR SHARE EXCHANGE  
BEL INVEST WYNWOOD 1, Inc.

Certificate of Status	1
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Page Count	01
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Merger ✓

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July 3, 2017

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

BEL INVEST WYNWOOD 1, INC  
10800 BISCAYNE BLVD, SUITE 620  
NORTH MIAMI, FL 33161

SUBJECT: BEL INVEST WYNWOOD 1, INC  
REF: P15000064999

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 COMPLETE ONLY ONE ADOPTION PHRASE UNDER SECTION FIFTH OF THE ARTICLES OF MERGER.

THE MERGING CORPORATION IS DIFFERENT ON THE ARTICLES AND PLAN OF MERGER. ARTICLES HAS BEL INVEST WYNWOOD 4, INC. AND PLAN HAS BEL INVEST WYNWOOD 2, INC AS THE MERGING CORPORATION IN THE MERGER.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

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 FAX Aud. #: H17000173061  
Regulatory Specialist II Supervisor Letter Number: 817A00013446

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** BEL INVEST WYNWOOD I, INC.

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Joseph C. Frechette, Jr.

Contact Person

Attorney at Law

Firm/Company

10800 Biscayne Blvd., Suite 620

Address

North Miami, FL 33161

City/State and Zip Code

AttorneyJr@gmail.com

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

For further information concerning this matter, please call:

Joseph C. Frechette, Jr.

At ( 305 ) 892-4441

Name of Contact Person

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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**ARTICLES OF MERGER**

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
BEL INVEST WYNWOOD 1, INC.	Florida	P15000064999

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
BEL INVEST WYNWOOD 4, INC.	Florida	P16000012989

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** June /30 /2017 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**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.

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on June 22, 2017

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on June 22, 2017

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

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(Attach additional sheets if necessary)

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**Seventh: SIGNATURES FOR EACH CORPORATION**

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**PLAN OF MERGER**  
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
BEL INVEST WYNWOOD 1, INC.	Florida

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
BEL INVEST WYNWOOD 4, INC.	Florida

**Third:** The terms and conditions of the merger are as follows:

Both companies have the same shareholders and the same percentages of ownership interest, and so the surviving company will have the same ownership and percentages. The properties that were owned by the merging company will become part of the properties owned by the surviving company. Therefore, the properties currently located at 115, 127 and 137 NW 28th street, Miami, FL, will henceforth be owned by the surviving company, BEL INVEST WYNWOOD 1, INC. The merger was completed as a result of the purchase of the property at 145 NE 28th street, thereby connecting all of the properties of both companies.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

*(Attach additional sheets if necessary)*

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

Title to all property owned by BEL INVEST WYNWOOD 4, INC. shall vest in BEL INVEST WYNWOOD 1, INC. without reversion or impairment.

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**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

NameJurisdiction

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The name and jurisdiction of each subsidiary corporation:

NameJurisdiction

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The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

*(Attach additional sheets if necessary)*

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If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

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