

P15D000066174

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

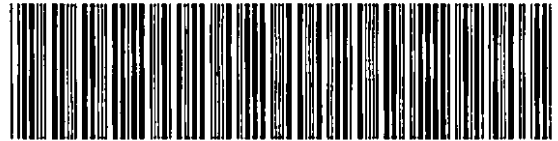
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ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: 3688 SW 23 STREET, LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

ANDRES E BAZO

Contact Person

RASCO KLOCK PEREZ & NIETO, P.L.

Firm/Company

2555 PONCE DE LEON BLVD SUITE 600

Address

CORAL GABLES FL 33134

City, State and Zip Code

ABAZO@RASCOKLOCK.COM

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

For further information concerning this matter, please call:

ANDRES E BAZO

at (305)

4767100

Name of Contact Person

Area Code

Daytime Telephone Number

☐ Certified copy (optional) \$30.00

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

CR2E080 (2/20)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 12, 2020

ANDRES E. BAZO
RASCO KLOCK PEREZ & NIETO, PL
2555 OINCE DE LEON BLVD - STE. 600
CORAL GABLES, FL 33134

SUBJECT: 3688 SW 23 STREET, INC.
Ref. Number: P15000066174

We have received your document for 3688 SW 23 STREET, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 520A00025092

**Articles of Merger
For
Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 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>
<u>3688 SW 23 STREET INC</u>	<u>FL</u>	<u>CORPORATION</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

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>
<u>3688 SW 23 STREET, LLC</u>	<u>USVI</u>	<u>LLC</u>

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

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FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

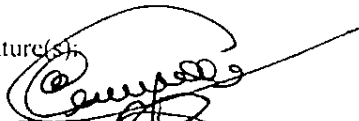
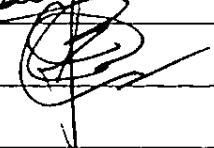
- ☐ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed 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.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s)	Typed or Printed Name of Individual:
3688 SW 23 STREET, INC		FERNANDO ARTETA
3688 SW 23 STREET, LLC		ALEJANDRO UBILLA
_____	_____	_____
_____	_____	_____

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 an authorized person

Fees:	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	Certified Copy (optional):	\$30.00

PLAN OF MERGER OF 3688 SW 23 STREET, INC. INTO 3688 SW 23 STREET, LLC

1. **Plan of Merger:** This Plan of Merger (the "Plan") is intended to accomplish the merger of **3688 SW 23 STREET, INC.** a Florida corporation (hereinafter referred to as "**3688FL**" or Merging Entity") through the transferring of all the assets and liabilities to the Surviving Entity, as defined below, pursuant to the merger. Such merger shall be accomplished in the manner states herein.
2. **Effective Date:** The Plan shall be considered adopted by **3688FL** and in effect as of the date of filing of this Plan and certificate of merger with the Florida Department of State, Division of Corporations.
3. **Merging Entity:** The name of the Merging Entity is **3688 SW 23 STREET, INC.** a Corporation, organized and governed by the laws of the State of Florida.
4. **Surviving Entity:** The name of the Surviving Entity is **3688 SW 23 STREET, LLC** a Domestic limited liability company ("**3688USVI** or Surviving Entity"), organized under the laws of the United States Virgin Islands. **3688USVI** has elected to be treated as a corporation ("check-the-box election") by filing form 8832 before the Internal Revenue Service (IRS).
5. **Directors and Shareholders Approval:** The Directors and Shareholders of the Merging Entity have approved the merger with and into the Surviving Entity, and the consummation of the transactions contemplated by this Plan of Merger, upon the terms and subject to the conditions set forth in this Plan of Merger, and all other applicable laws and corporate governance documents.
6. **Conversion of Merging Entities' Membership:** Upon the Effective Date, each Shareholder of the Merging Entity, without further actions of the Merging Entity or the Surviving Entity, thereupon shall be converted into ownership of the Surviving Entity, as set forth in this Plan of Merger.
7. **Effect of the Merger:** From the Effective Date, title to all real estate and other property owned by the Merging Entity shall be bested into the Surviving Entity without reversion or impairment by reason of law, pursuant to Sections 607.1101-607.1106 of the Florida Statutes.
8. **Officers:** Upon the merger, **TAYOS MANAGEMENT, LLC** a Delaware limited liability company shall be appointed as manager of the Surviving Entity.
9. **Interpretation:** This Plan of Merger (and other documents and instruments referenced in this Plan of Merger) i) constitutes the entire agreement and supersedes all other prior agreements and understandings, both oral or written, between the Merging Entity and the Surviving Entity; ii) shall not be assigned by operation of law or otherwise without the

prior written consent of either party; and iii) shall be governed and construed in all respects and parts, including validity, interpretation and effect, by the laws of the State of Florida.

10. **Service of Process:** Upon and after the Effective Date, the Surviving Entity may be served with process for any action against the Merging Entity.

11. **Final Representation:** Upon and after the Effective Date,

- a. the Surviving Entity shall continue to exist of the United States Virgin Islands;
- b. the Surviving Entity may be registered to be domesticated to do business in the State of Florida, pursuant to Sections 607.11920-607.11924 particularly for purposes of complying with tax laws regarding effectively connected income in the State of Florida from real estate assets located in Florida;
- c. **TAYOS MANAGEMENT, LLC** shall be appointed as manager of the Surviving Entity;
- d. The articles of organization of the Surviving Entity dated October 10, 2018 shall continue to the articles of organization in effect for the Surviving Entity; and
- e. The Operating Agreement of the Surviving Entity shall continue as the operating agreement governing the Surviving Entity.

Surviving Entity

3688 SW 23 STREET, LLC- United States Virgin Islands, Domestic Limited Liability Company



Merging Entity

3688 SW 23 STREET, INC- Florida Corporation

