

6/28/2019

P16000092996

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
BEL INVEST WYNWOOD 7, INC.

Certificate of Status	1
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BEL INVEST WYNWOOD 7, 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

AttorneyJF@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.

Name of Contact Person

At (305) 892-4441

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)

2019 JUL 22 A 9 34

SECRETARY OF STATE
CORPORATION ACT, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, Florida Statutes, 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 7, INC.	Florida	P16000092096

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 3, INC.	Florida	P15000070815

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 06 / 30 / 2019 (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 24, 2019

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 24, 2019

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

(Attach additional sheets if necessary)

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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 7, INC.	Florida
_____	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
BEL INVEST WYNWOOD 3, INC.	Florida
_____	_____
_____	_____
_____	_____
_____	_____

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

For the purpose of the merger of the two corporations, each of the properties were valued at similar dollar amounts. Therefore all shareholders ended up with a proportional share of the surviving entity.

The properties that were owned by the merging corporation, Bel Invest Wynwood 3, Inc. will become part of the properties owned by the surviving corporation, Bel Invest Wynwood 7, Inc. Therefore, the properties located at 84 NW 26th Street, Miami, FL and 2521/2523 NW 1st avenue, Miami, FL, will henceforth be owned by Bel Invest Wynwood 7, Inc. The merger was facilitated as a result of the purchase of the property located at 84 NW 26th street, Miami, FL, which resulted in the connecting of all of the properties of both corporations.

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 properties owned by BEL INVEST WYNWOOD 3, INC. shall vest in BEL INVEST WYNWOOD 7, 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:

<u>Name</u>	<u>Jurisdiction</u>
_____	_____

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

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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