

A03759

LEONARD PEPEN

Requestor's Name	
310 W Jefferson St	
Address	
Tallahassee, FL 32301	
City/State/Zip	Phone #
	850-224-2141

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____

(Corporation Name)
(Document #)
2. _____

(Corporation Name)
(Document #)
3. _____

(Corporation Name)
(Document #)
4. _____

(Corporation Name)
(Document #)

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 DIVISION OF CORPORATIONS
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- ☐ Walk in

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

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 157.50 157.50

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

BPK 10/6/98

DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

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Examiner's Initials	
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ARTICLES OF MERGER
Merger Sheet

MERGING:

COPERNICUS ASSOCIATES, LTD., a Florida limited partnership (A03758)

INTO

GEMINI ASSOCIATES, LTD., a Florida entity, A03759

File date: October 6, 1998

Corporate Specialist: Buck Kohr

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ARTICLES OF MERGER

1. These Articles of Merger are submitted in accordance with Section 620.203, Florida Statutes.
2. The merging entities are as follows:
 - a. COPERNICUS ASSOCIATES, LTD. ("Copernicus"), a limited partnership organized under the laws of the State of Florida, whose principal office is at 310 West Jefferson Street, Tallahassee, Florida 32301, federal identification number 59-1535341, Florida Document Number A03758.
 - b. GEMINI ASSOCIATES, LTD. ("Gemini"), a limited partnership organized under the laws of the State of Florida, whose principal office is at 310 West Jefferson Street, Tallahassee, Florida 32301, federal identification number 59-1535337, Florida Document Number A03759, which is the surviving entity.
3. A copy of the Plan of Merger is set forth as Exhibit "A", attached.
4. The Plan of Merger meets the requirements of Section 620.201, Florida Statutes, and was approved by each domestic partnership that is a party to the merger in accordance with the applicable provisions of Chapter 620, Florida Statutes.
5. Copernicus Management Corporation, a Florida corporation, the undersigned General Partner, whose business address is 310 West Jefferson Street, Tallahassee, Florida 32301, is the sole general partner of both Copernicus and Gemini and will be the sole general partner of Gemini, the surviving entity. The undersigned General Partner has consented to the merger in writing and does hereby consent to remain as general partner of the surviving entity.
6. The merger is governed by and permitted under the laws of the State of Florida and is not prohibited by any provision of the partnership agreements of either of the merging entities.
7. The merger shall be effective and complete as of the date of filing of these Articles of Merger with the Florida Department of State, and the Certificate of Limited Partnership of Copernicus shall be cancelled as of such date, in accordance with applicable law.

IN WITNESS WHEREOF, the General Partner has executed this instrument on behalf of Copernicus and Gemini this 6th day of October, 1998.

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Witnesses:

"Copernicus":

Signature: Judith H. Taylor
Print Name: Judith H. Taylor
Signature: Alan B. Torcelley
Print Name: Alan B. Torcelley

By: COPERNICUS ASSOCIATES, LTD.
Copernicus Management Corp., General Partner
By: Jeffrey W. Pepper
Jeffrey W. Pepper, President

"Gemini":

Signature: Judith H. Taylor
Print Name: Judith H. Taylor
Signature: Alan B. Torcelley
Print Name: Alan B. Torcelley

By: GEMINI ASSOCIATES, LTD.
Copernicus Management Corp., General Partner
By: Jeffrey W. Pepper
Jeffrey W. Pepper, President

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 6th day of October, 1998, by Jeffrey W. Pepper, as President of Copernicus Management Corporation, a Florida corporation, as General Partner of COPERNICUS ASSOCIATES, LTD., a Florida limited partnership. Said individual is personally well known to me and did not take an oath.

Judith H. Taylor
Notary Public



Judith H. Taylor
MY COMMISSION # CC670070 EXPIRES
August 23, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 6th day of October, 1998, by Jeffrey W. Pepper, as President of Copernicus Management Corporation, a Florida corporation, as General Partner of GEMINI ASSOCIATES, LTD., a Florida limited partnership. Said individual is personally well known to me and did not take an oath.

Judith H. Taylor
Notary Public



Judith H. Taylor
MY COMMISSION # CC670070 EXPIRES
August 23, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

EXHIBIT "A"

PLAN OF MERGER

This Plan of Merger is made this 25th day of August, 1998, by GEMINI ASSOCIATES, LTD. ("Gemini"), a limited partnership organized under the laws of the State of Florida, and COPERNICUS ASSOCIATES, LTD. ("Copernicus"), a limited partnership organized under the laws of the State of Florida.

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WITNESSETH:

WHEREAS, Gemini and Copernicus (collectively, the "Partnerships") each own properties which are adjacent or in proximity to properties of the other; and,

WHEREAS, the Partnerships have participated in several joint developments, such as the parking deck currently under construction; and,

WHEREAS, to finance their joint activities, the Partnerships have joined in granting mortgages on their combined properties; and,

WHEREAS, by pooling their resources the Partnerships could pursue other developments which have good business potential; and,

WHEREAS, by combining their assets and liabilities certain efficiencies and economies could be achieved; and,

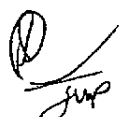
WHEREAS, by combining their assets and liabilities a greater financial stability and strength could be achieved; and,

WHEREAS, there are certain tax savings which could result from a merger of the Partnerships; and,

WHEREAS, all of the partners of Copernicus have a partnership interest in Gemini; and,

WHEREAS, the Partnerships both have the same General Partner; and,

WHEREAS, all of the partners of Gemini and Copernicus agree to a merger;



NOW THEREFORE, in consideration of the foregoing recitals and the mutual covenants contained herein, the parties do hereby agree as follows:

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1. Effective September 1, 1998, all of the assets, liabilities, partnership interests, and all rights and duties of Copernicus shall be merged into Gemini, which will be the surviving entity. The street address of Gemini's chief executive office shall remain at 310 West Jefferson Street, Tallahassee, Florida 32301.

2. Gemini shall be the surviving entity and shall continue to operate without any cessation or interruption of its status as a Florida limited partnership.

3. The General Partner shall, as soon as possible after the effective date, record deeds, assignments or other conveyances in order to transfer all property of Copernicus to Gemini, in order to complete this merger.

4. All partners of Copernicus shall continue to be partners of Gemini, the surviving entity, subject only to the adjustment of percentage of interest as set forth herein.

5. Except for the sole General Partner, all partners shall be limited partners.

6. All debts of Copernicus shall be assumed by Gemini.

7. The partnership interests of Copernicus shall be converted to partnership interests in the following manner:

a. The General Partner shall determine the market value of each Partnership in any reasonable manner. This value shall be the net equity of each Partnership, i.e., the fair market value of all assets minus all liabilities for each. The determination of the General Partner shall be final and conclusive except in the case of gross negligence or fraud. No professional valuations by third parties shall be required.

b. The General Partner shall determine the market value of each partnership by taking the net equity of each Partnership, as determined above, and dividing it by the percentage interest owned by each partner.

c. The General Partner shall then add the values of the respective partnership interests in both Partnerships owned by each partner, in order to get a combined value for each partner.

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d. The General Partner shall then calculate the percentage interest each partner should receive in the surviving Partnership in order to get a value approximately equal to the combined value of that partner's interests in the separate Partnerships before the merger. The General Partner may use rounding to calculate the appropriate percentages provided that no partner's value is materially diminished thereby (i.e., more than 5%).

8. All claims of any kind by either Gemini or Copernicus against the other, and all claims of any partner of either Gemini or Copernicus against either entity or any other partner arising from their activities relating to the Partnerships are hereby waived and released.

9. Gemini will have the right to use the name of Copernicus and to file a fictitious name application with the State of Florida evidencing this right.

10. All parties hereto will enter into a Joint Resolution of Merger suitable for filing of record to memorialize the merger of the Partnerships. All parties will execute a new partnership agreement and amended certificate for the surviving Partnership. All parties hereto will execute any additional documents necessary to effectuate this merger and to implement the intentions of this Agreement.

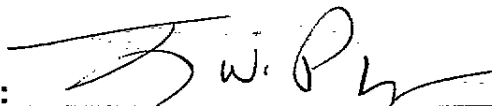
11. The General Partner shall cause all appropriate documents to be executed and all necessary reports to be filed, in order to effectuate this merger.

12. It is the intention of the parties that this Agreement and all actions taken to fulfill this Agreement shall be in accordance with the laws of the United States and the State of Florida, and this Agreement shall be so construed.

IN WITNESS WHEREOF, Gemini, Copernicus, and all of their respective partners, have executed this Plan of Merger as of the date set forth above.

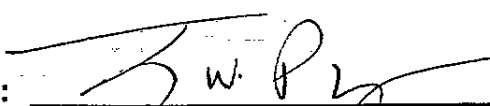
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By: Copernicus Management Corp.
General Partner

By: 
Jeffrey W. Pepper, President

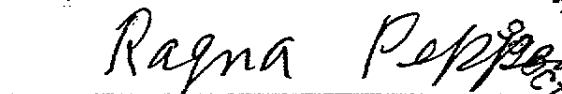
GEMINI ASSOCIATES, LTD.

By: Copernicus Management Corp.
General Partner

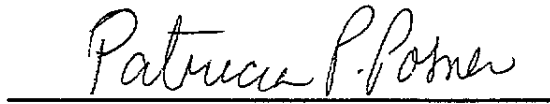
By: 
Jeffrey W. Pepper, President

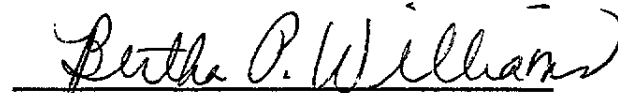


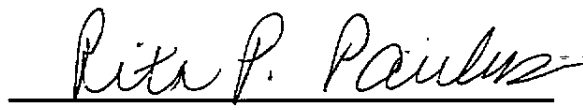

LEONARD PEPPER

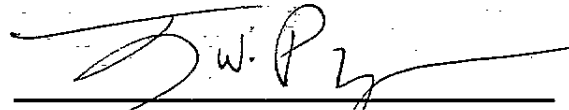

RAGNA PEPPER

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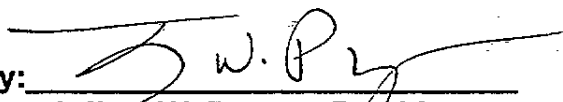

PATRICIA P. POSNER

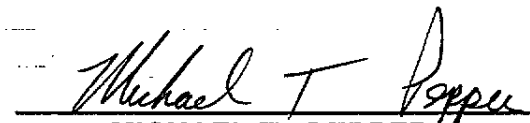

BERTHA P. WILLIAMS


RITA P. PAULUS


JEFFREY W. PEPPER

COPERNICUS MANAGEMENT CORP.

By: 
Jeffrey W. Pepper, President


MICHAEL T. PEPPER