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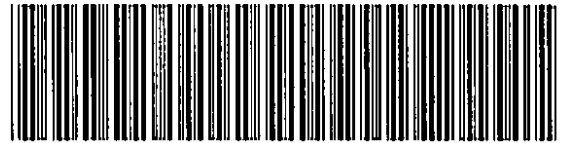
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FILED

2018 DEC 18 AM 10:29

CLERK OF STATE
TALLAHASSEE, FL

C. GOLDEN
DEC 28 2018

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Chester Partners, LLLP

Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Thomas O. Wells

Contact Person

Wells & Wells, P.A.

Firm/Company

901 Ponce de Leon Blvd., Suite 20

Address

Coral Gables, FL 33134

City, State and Zip Code

Mechelle@twellslaw.com

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

For further information concerning this matter, please call:

Thomas O. Wells

(Name of Contact Person)

at (305) 444-0016

(Area Code and Daytime Telephone Number)

☐ Certified copy (optional) \$52.50

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

**CERTIFICATE OF MERGER OF
CHESTER HOLDINGS, LLLP,
a Florida limited liability limited partnership,
with and into
CHESTER PARTNERS, LLLP,
a Florida limited liability limited partnership**

FILED

2018 DEC 18 AM 10:30

SECRETARY OF STATE
TALLAHASSEE, FL

Pursuant to Section 620.2108 of the Florida Revised Uniform Limited Partnership Act of 2005, as amended (the "Florida Partnership Act"), Chester Holdings, LLLP, a Florida limited liability limited partnership (the "Merging Partnership"), and Chester Partners, LLLP, a Florida limited liability limited partnership (the "Surviving Partnership"), hereby adopt the following Certificate of Merger for the purpose of merging the Merging Partnership with and into the Surviving Partnership.

1. The Merging Partnership shall be merged with and into the Surviving Partnership, and the Surviving Partnership shall be the surviving entity of the merger, pursuant to that certain Agreement and Plan of Merger by and between the parties dated effective as of December 31, 2018 (the "Plan of Merger").

2. The name of the surviving entity shall be "Chester Partners, LLLP"

3. The Plan of Merger was properly approved, adopted, certified, executed and acknowledged by those members of the Merging Partnership owning a majority voting interest in accordance with Section 620.2108 of the Florida Partnership Act, and by those members owning a majority voting interest of the Surviving Partnership in accordance with Section 620.2108 of the Florida Partnership Act.

4. This merger shall become effective as of December 31, 2018 after the filing of the Certificate of Merger with the office of the Florida Secretary of State of Florida (the "Effective Date").

5. The executed Plan of Merger is on file at the principal place of business of the Surviving Partnership, the address of which is 115 SE 4th Avenue, Delray Beach, Florida 33483.

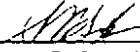
6. A copy of the Plan of Merger will be furnished by the Surviving Partnership on request and without cost to any member of the Merging Partnership and any member of the Surviving Partnership.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on behalf of the Merging Partnership and the Surviving Partnership by their authorized representatives on December 31, 2018.

Merging Partnership:


Chester Holdings, LLLP, a Florida limited liability limited partnership

By: Simba Capita, LLC, its general partner

By: 
Stephen F. Snyder, manager

Surviving Partnership:

Chester Partners, LLLP, a Florida limited liability limited partnership

By: 
Stephen F. Snyder, manager

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger"), dated as of December 31, 2018, is made by and between Chester Holdings, LLLP, a Florida limited liability limited partnership (the "Merging Partnership"), and Chester Partners, LLLP, a Florida limited liability limited partnership (the "Surviving Partnership").

WITNESSETH:

WHEREAS, the parties desire that the Merging Partnership be merged with and into the Surviving Partnership, with the Surviving Partnership being the surviving entity, in accordance with Section 620.2108 of the Florida Revised Uniform Limited Partnership Act of 2005, as amended (the "Florida Partnership Act");

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth herein, the parties agree as follows:

1. In accordance with the provisions of this Plan of Merger and Section 620.2108 of the Florida Partnership Act, on the Effective Date (as defined below), the Merging Partnership shall simultaneously be merged with and into the Surviving Partnership (the "Merger"), the separate existence of the Merging Partnership shall cease, and the Surviving Partnership shall continue its existence under the laws of Florida under its present name (the "Surviving Entity"). The Merging Partnership and the Surviving Partnership are collectively referred to herein as the "Constituent Entities." The name and business address of the Surviving Entity is:

CHESTER PARTNERS, LLLP
115 SE 4th Avenue
Delray Beach, Florida 33483

2. The Merger shall become effective as of December 31, 2018 after the filing of the Certificate of Merger, a copy of which is attached hereto as Exhibit A, with the office of the Florida Secretary of State of Florida (the "Effective Date").

3. The Surviving Entity shall possess and retain every interest in all assets and property of every description, wherever located, of each of the Constituent Entities. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to or any interest in any real estate vested in any of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger and shall, upon the Effective Date, be vested in the Surviving Entity. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Date.



4. At the Effective Date, by virtue of the Merger, and without any action on the part of the parties or otherwise, the rights and interests held by the members of the Merging Partnership shall be automatically converted into the same rights, percentage voting interest and stock interest in the Surviving Partnership.

5. The Certificate of Limited Partnership filed on behalf of the Surviving Partnership with Secretary of State of Florida on June 13, 2006 (the "Certificate of LP"), and the Agreement of Limited Partnership of the Surviving Partnership shall be the Certificate of LP and Agreement of Limited Partnership, respectively, for the Surviving Entity.

6. The Surviving Partnership acknowledges and represents that it has complied with all applicable provisions under the Florida Partnership Act to effectuate the Merger. The Merging Partnership acknowledges and represents that it has complied with all applicable provisions under the Florida Partnership Act to effectuate the Merger.

7. The officers and general partner of the Merging Partnership and the officers and general partner of the Surviving Partnership may abandon and/or amend this Plan of Merger, or the terms hereof, at any time prior to the Effective Date, in accordance with the Florida Partnership Act.

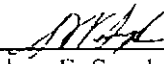
IN WITNESS WHEREOF, the parties have executed this Agreement on the day and year first set forth above.

Merging Partnership:

Chester Holdings, LLLP, a Florida limited liability limited partnership

By: Simba Capital, LLC, its general partner

By: _____


Stephen F. Snyder, manager

Surviving Partnership:

Chester Partners, LLLP, a Florida limited liability limited partnership

By: _____

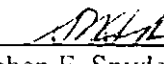

Stephen F. Snyder, manager

EXHIBIT A

CERTIFICATE OF MERGER