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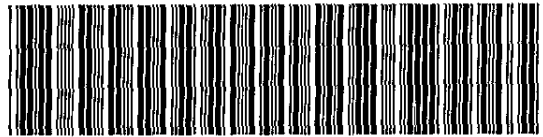
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03 AUG 20 AM 9:02  
TALLAHASSEE, FLORIDA

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EFFECTIVE DATE  
8/25/03

FILED  
03 AUG 20 PM 5:41  
TALLAHASSEE, FLORIDA

ACCOUNT FILING COVER

ACCOUNT NUMBER: FCA000000005

REFERENCE:  
(Sub Account)

179 8351-1

DATE:

8/20

REQUESTOR NAME:

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( ) ( ) ext ( )

CONTACT NAME:

Merger  
CORPORATION NAME: Bolonik Family Limited Partnership

DOCUMENT NUMBER:  
(if applicable)

AUTHORIZATION:

Cynthia J. Woodyard

157.50

☒ CERTIFIED COPY (1-9)

☐ CERTIFICATE OF STATUS (1-9)

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## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Bolonik Family Limited Partnership 6010 South Falls Circle Drive, #417 Ft. Lauderdale, FL 33319	Florida	LP
Florida Document/Registration Number: A00000001709		FEI Number: 65-1052816
2. Bolonik Family Limited Partnership 2 Wimbledon Court Lincolnshire, IL 60069	Illinois	LP
Florida Document/Registration Number: not applicable		FEI Number: applied for
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Bolonik Family Limited Partnership	Illinois	LP
2 Wimbledon Court		
Lincolnshire, IL 60069		

Florida Document/Registration Number: not applicable FEI Number: applied for

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.



## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Bolonik Family Limited Partnership	Florida
Bolonik Family Limited Partnership	Illinois

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Bolonik Family Limited Partnership	Illinois

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

See attached Agreement and Plan of Merger

*(Attach additional sheet(s) if necessary)*

**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

See attached Agreement and Plan of Merger

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

not applicable

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

If General Partner is a Non-Individual,

Name(s) and Address(es) of General Partner(s)

Dr. Samuel J. Bolonik Trust Dated  
March 1, 1972  
2 Wimbledon Court  
Lincolnshire, IL - 60069

**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

not applicable

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

not applicable

**EIGHTH:** Other provisions, if any, relating to the merger:\_\_\_

None

*(Attach additional sheet(s) if necessary)*



## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") is made and entered into as of the 18th day of August, 2003, by and between BOLONIK FAMILY LIMITED PARTNERSHIP, a Florida limited partnership (hereinafter called "Florida LP"), and BOLONIK FAMILY LIMITED PARTNERSHIP, an Illinois limited partnership (hereinafter called "Illinois LP", or "Surviving Limited Partnership"), which partnerships are hereafter sometimes referred to jointly as the "Constituent Limited Partnerships."

### RECITALS:

A. All of the partners of Florida LP and Illinois LP have resolved that Florida LP be merged with and into Illinois LP, pursuant to the laws of the States of Illinois and Florida as a single limited partnership existing under the laws of the State of Illinois in a transaction qualifying as a continuation of a partnership within the meaning of Section 708 of the Internal Revenue Code;

B. The partnership interests of Florida LP are held as follows:

<u>Partner</u>	<u>Partnership Interest</u>
Dr. Samuel J. Bolonik Trust Dated March 1, 1972	1% general partner's interest;
Dr. Samuel J. Bolonik Trust Dated March 1, 1972	11.3365% limited partner's interest;
Cheryl Hoffman	35.6167% limited partner's interest;
Lance Bolonik	19.6167% limited partner's interest;

Shane Hoffman	15.0117% limited partner's interest
Shana Bolonik	8.7092% limited partner's interest
Kera Bolonik	8.7092% limited partner's interest
Total:	100%

C. The partnership interests of Illinois LP are held as follows:

Partner	Partnership Interest
Dr. Samuel J. Bolonik Trust Dated March 1, 1972	1% general partner's interest;
Dr. Samuel J. Bolonik Trust Dated March 1, 1972	11.3365% limited partner's interest;
Cheryl Hoffman	35.6167% limited partner's interest;
Lance Bolonik	19.6167% limited partner's interest;
Shane Hoffman	15.0117% limited partner's interest
Shana Bolonik	8.7092% limited partner's interest
Kera Bolonik	8.7092% limited partner's interest
Total:	100%

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree as follows:

## ARTICLE I

### MERGER

In accordance with the provisions of the laws of the States of Illinois and Florida, Florida LP shall be, at the "Effective Date" (as such term is hereinafter defined), merged ("Merger") into Illinois LP, as a single limited partnership existing under the laws of the State of Illinois, with Illinois LP being the Surviving Limited Partnership, and the parties hereto adopt and agree to the agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect as provided herein.

## ARTICLE II

### PARTNERS' MEETINGS; FILINGS; EFFECTS OF MERGER

2.1 Florida LP Partners' Meeting. On or before the Effective Date, all of the partners, general and limited, of Florida LP shall agree to the Merger, and execute a unanimous written consent of the Merger and of adoption of this Agreement.

2.2 Illinois LP Partners' Meeting. On or before the Effective Date, all of the partners, general and limited, of Illinois LP shall agree to the Merger, and execute a unanimous written consent of the Merger and of adoption of this Agreement.

2.3 Filing of Certificate of Merger. If (a) this Agreement is adopted by the partners of Florida LP and Illinois LP, and (b) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger and Articles of Merger shall be filed and

recorded in accordance with the laws of the States of Illinois and Florida.

2.4 Effective Date. The Merger shall become effective as of August 25, 2003, which date is herein referred to as the "Effective Date."

2.6 Certain Effects of Merger. On the Effective Date, the separate existence of Florida LP shall cease, and Florida LP shall be merged into Illinois LP which, as the Surviving Limited Partnership, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of Florida LP; and all the rights, privileges, powers, and franchises of Florida LP, and all property, real, personal, and mixed, and all debts due to Florida LP on whatever account, shall be vested in the Surviving Limited Partnership; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Limited Partnership as they were of Florida LP, and the title to any real estate vested by deed or otherwise, under the laws of Illinois or any other jurisdiction, in Florida LP, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Florida LP shall be preserved unimpaired, and all debts, liabilities, and duties of Florida LP shall thenceforth attach to the Surviving Limited Partnership and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last

acting general partner of Florida LP or the general partner of the Surviving Limited Partnership, may, in the name of Florida LP, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Limited Partnership may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Limited Partnership title to and possession of all Florida LP's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

### ARTICLE III

#### NAME OF SURVIVING LIMITED PARTNERSHIP

The name of the Surviving Limited Partnership from and after the Effective Date shall be Bolonik Family Limited Partnership.

### ARTICLE IV

#### CERTIFICATE OF LIMITED PARTNERSHIP

The Certificate of Limited Partnership of Illinois LP as in effect on the date hereof shall, from and after the Effective Date be, and continue to be, the Certificate of Limited Partnership of the Surviving Limited Partnership until changed or amended as provided by law.

### ARTICLE V

#### PARTNERSHIP AGREEMENT

The Partnership Agreement of Illinois LP as in effect on the date hereof shall, from and after the Effective Date be, and

continue to be, the Partnership Agreement of the Surviving Limited Partnership until changed or amended as provided therein.

#### ARTICLE VI

##### STATUS AND CONVERSION OF PARTNERSHIP INTERESTS

The manner and basis of converting the partners' interests of Florida LP and Illinois LP shall be as follows:

Each partner who is a partner of a Constituent Limited Partnership will have a percentage interest in the Surviving Limited Partnership in an amount proportionate to the value of his, her or its partnership interest immediately prior to the Merger. Upon the filing of the Certificate of Merger with the Illinois Secretary of State and the Articles of Merger with the Florida Secretary of State, the Participating Percentages of the Surviving Limited Partnership will be owned as follows:

<u>Partner</u>	<u>Partnership Interest</u>
Dr. Samuel J. Bolonik Trust Dated March 1, 1972	1% general partner's interest;
Dr. Samuel J. Bolonik Trust Dated March 1, 1972	11.3365% limited partner's interest;
Cheryl Hoffman	35.6167% limited partner's interest;
Lance Bolonik	19.6167% limited partner's interest;
Shane Hoffman	15.0117% limited partner's interest
Shana Bolonik	8.7092% limited partner's interest
Kera Bolonik	8.7092% limited partner's interest
Total:	100%

ARTICLE VII

MISCELLANEOUS

7.1 Termination. This Agreement may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement by the partners of Florida LP or the partners of Illinois LP, if the partners of Florida LP or of Illinois LP duly adopt a resolution abandoning this Agreement of Merger.

7.2 Counterparts. This Agreement may be executed in multiple counterparts, but each such counterpart shall be deemed to be an original instrument.

\* \* \* \* \*