



A010000001433

ACCOUNT NO. : 072100000032

REFERENCE : 196379 161599A

AUTHORIZATION :

COST LIMIT :

Patricia Pajito
\$ 210.00

ORDER DATE : October 25, 2001

ORDER TIME : 8:25 AM

ORDER NO. : 196379-005

CUSTOMER NO: 161599A

CUSTOMER: Mr. Jeffrey J. Wolfe
Daryl Cramer & Associates, PA
Suite 910
515 North Flagler Drive
West Palm Beach, FL 33401-5010

ARTICLES OF MERGER

PROVEST THREE LIMITED
PARTNERSHIP

BK

INTO

PALM BAY CLUB APARTMENTS, LTD.

8 with cover 29

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX ☐ CERTIFIED COPY ☒ (TWO)
☐ PLAIN STAMPED COPY

CONTACT PERSON: Betty Young

EXAMINER'S INITIALS: _____

RECEIVED
01 OCT 30 AM 9:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
01 OCT 30 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

PROVEST THREE LIMITED PARTNERSHIP (A25203), A MASSACHUSETTS
LIMITED PARTNERSHIP

INTO

PALM BAY CLUB APARTMENTS, LTD., a Florida entity, A01000001433

File date: October 30, 2001

Corporate Specialist: Buck Kohr

Account number: 072100000032

Amount charged: 210.00

ARTICLES OF MERGER

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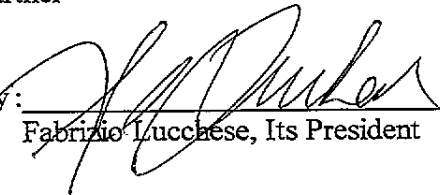
A25 203
Pursuant to Section 620.201 of the Florida Revised Uniform Limited Partnership Act, **PROVEST THREE LIMITED PARTNERSHIP**, a Massachusetts limited partnership ("Provest"), proposes to merge into **PALM BAY CLUB APARTMENTS, LTD.**, a Florida limited partnership ("Palm Bay"), and in connection therewith, the limited partnerships submit the following:

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1. The surviving limited partnership will be Palm Bay and the name of the surviving limited partnership will be "Palm Bay Club Apartments, Ltd.", a Florida limited partnership (the "Surviving Limited Partnership").
2. The Agreement of Merger and Plan of Merger and Reorganization (the "Plan") was entered into effective as of October 30, 2001 by and between Provest and Palm Bay, a copy of which is attached hereto as Exhibit "A."
3. The Plan was adopted by unanimous consent of the partners of Provest, in accordance with the applicable provisions of the Massachusetts Uniform Limited Partnership Act, on October 30, 2001.
4. The Plan was adopted by unanimous consent of the partners of Palm Bay, in accordance with chapter 620 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act"), effective as of October 30, 2001.
5. The Surviving Limited Partnership has obtained the written consent of each person or entity that as a result of the merger is now a general partner of the Surviving Limited Partnership pursuant to Section 620.202(2) of the Act. The partners of the Surviving Limited Partnership have waived the notification requirements pursuant to Section 620.202(3) of the Act.
6. The merger is permitted under the respective laws of the State of Florida and the Commonwealth of Massachusetts and is not prohibited by the agreement of limited partnership of Palm Bay or Provest.
7. The effective date of the merger shall be October 30, 2001.

PROVEST THREE LIMITED PARTNERSHIP, a
Massachusetts limited partnership
AND
PALM BAY CLUB APARTMENTS, LTD., a
Florida limited partnership

By: Palm Bay Club General Partner, Inc., a
Florida corporation, Its General
Partner

By: 
Fabrizio Lucchese, Its President

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EXHIBIT "A"

**AGREEMENT OF MERGER AND
PLAN OF MERGER AND REORGANIZATION**

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TALLAHASSEE, FLORIDA

THIS AGREEMENT OF MERGER AND PLAN OF MERGER AND REORGANIZATION entered into effective as of the 30 day of October, 2001, by and between **PROVEST THREE LIMITED PARTNERSHIP**, a Massachusetts limited partnership (hereinafter called "Provest"), and **PALM BAY CLUB APARTMENTS, LTD.**, a Florida limited partnership (hereinafter called "Palm Bay").

WITNESSETH:

WHEREAS, the partners of Provest and Palm Bay have resolved that Provest be merged, pursuant to chapter 109 of the Massachusetts Uniform Limited Partnership Act and chapter 620 of the Florida Revised Uniform Limited Partnership Act (1986), into a single limited partnership existing under the laws of the State of Florida, to wit, Palm Bay, which shall be the surviving limited partnership (such limited partnership in its capacity as such surviving limited partnership being sometimes referred to herein as the "Surviving Limited Partnership");

WHEREAS, the partnership interests of Provest are owned as follows: (i) 99% by Palm Bay Club Financing Partnership, Ltd., a Florida limited partnership, as limited partner (the "Provest Limited Partner Interests") and (ii) 1% by Palm Bay Club General Partner, Inc., a Florida corporation, as general partner (the "Provest General Partner Interests") (collectively, the "Provest Partnership Interests").

WHEREAS, the partnership interests of Palm Bay are owned as follows: (i) 99% by Palm Bay Club Financing Partnership, Ltd., a Florida limited partnership, as limited partner (the "Palm Bay Limited Partner Interests") and (ii) 1% by Palm Bay Club General Partner, Inc., a Florida corporation, as general partner (the "Palm Bay General Partner Interests") (collectively, the "Palm Bay Partnership Interests").

WHEREAS, the respective partners of Provest and Palm Bay have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

NOW, THEREFORE, in consideration of the covenants and agreements herein made, and other good and valuable consideration, the adequacy and receipt of which is hereby acknowledged by the parties hereto, the parties agree as follows:

1. **MERGER.** Provest shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single limited partnership existing under the laws of the State of Florida, to wit, Palm Bay, which shall be the Surviving Limited Partnership, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

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2. APPROVAL BY PARTNERS; FILINGS; EFFECTS OF MERGER.

2.1 Approval by Partners of Provest. This Agreement shall be submitted for approval by the partners of Provest and Palm Bay in the manner provided by the applicable laws of the Commonwealth of Massachusetts and the State of Florida, as applicable.

2.2 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the partners of Provest, 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 shall be filed and recorded with the Commonwealth of Massachusetts and Articles of Merger shall be filed and recorded with the State of Florida. The Merger shall become effective on October 30, 2001, which date is herein referred to as the "Effective Date."

2.3 Certain Effects of Merger. On the Effective Date, the separate existence of Provest shall cease, and Provest shall be merged into Palm Bay 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, duties and liabilities of Provest; and all and singular, the rights, privileges, powers, and franchises of Provest, and all property, real, personal, and mixed, and all debts due to Provest on whatever account, as well as liens and all other things in action or belonging to Provest, 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 Provest, and the title to any real estate vested by deed or otherwise, under the laws of Massachusetts or Florida or any other jurisdiction, in Provest, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Provest shall be preserved, unimpaired, and all debts, liabilities, and duties of Provest 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 partners of Provest or the corresponding partners of the Surviving Limited Partnership, may, in the name of Provest 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 Provest's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

3. NAME OF SURVIVING LIMITED PARTNERSHIP; CERTIFICATE OF LIMITED PARTNERSHIP; PARTNERSHIP AGREEMENT.

3.1 Name of Surviving Limited Partnership. ▲ The name of the Surviving Limited Partnership from and after the Effective Date shall be "Palm Bay Club Apartments, Ltd.", a Florida

limited partnership.

Limited Partnership.

3.2 Certificate of A The Certificate of Limited Partnership of Palm Bay 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.

3.3 Partnership Agreement The Partnership Agreement of Palm Bay, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the Partnership Agreement of the Surviving Partnership until amended as provided therein.

4. STATUS AND CONVERSION OF SECURITIES. The manner and basis of converting the Provest Partnership Interests and the nature and amount of Palm Bay Partnership Interests which the holders of the Provest Partnership Interests are to receive in exchange for such interests are as follows:

4.1 Provest Partnership Interests. Each one percent or fraction thereof of the Provest General Partner Interests which shall be owned immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into an equal percent or fraction thereof of Palm Bay General Partner Interests. In addition, each percent or fraction thereof of the Provest Limited Partner Interests which shall be owned immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into an equal percent or fraction thereof of Palm Bay Limited Partner Interests.

5. SURVIVING GENERAL PARTNERS. Palm Bay Club General Partner, Inc., a Florida corporation, will be the general partner of the Surviving Limited Partnership. Its business address is as follows: Palm Bay General Partner, Inc., c/o Daryl Cramer & Associates, P.A., 515 North Flagler Drive, Suite 910, West Palm Beach, Florida 33401.

6. ABANDONMENT OF MERGER. At any time before the Effective Date of the Merger (whether it is before or after filing the Certificate of Merger or Articles of Merger), this Agreement of Merger and Plan of Merger and Reorganization may be terminated and the Merger abandoned by mutual consent of the partners of Palm Bay and Provest.

7. EXECUTION OF AGREEMENT. For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger and Plan of Merger and Reorganization, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

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IN WITNESS WHEREOF, this Agreement has been executed by the parties hereto on the date first above written.

PROVEST THREE LIMITED PARTNERSHIP, a Massachusetts limited partnership

By: Palm Bay Club General Partner, Inc., a Florida corporation, Its General Partner

By: _____
Fabrizio Lucchese, Its President

PALM BAY CLUB APARTMENTS, LTD., a Florida limited partnership

By: Palm Bay Club General Partner, Inc., a Florida corporation, Its General Partner

By: _____
Fabrizio Lucchese, Its President

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