

A01000001688

FILING, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

500004741215--5

-12/27/01--01033--023

****236.25 *****87.50

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

1. Kempke Enterprises, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2.00 ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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BK

Examiner's Initials

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

KEMPKE ENTERPRISES, INC. (P00000096710), A FLORIDA CORPORATION

INTO

KEMPKE ENTERPRISES, LTD., a Florida entity, A01000001688.

File date: December 28, 2001

Corporate Specialist: Buck Kohr

ARTICLES OF MERGER

The following Articles of Merger executed this 28th day of December, 2001 are being submitted in accordance with §§607.1109, 608.4382, and/or 620.203, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Kempke Enterprises, Inc. 101 Gordon Street Sanford, FL 32771	Florida	Corporation

Florida Doc./Reg. Number: P00000096710

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>
Kempke Enterprises, Ltd. 101 Gordon Street Sanford, FL 32771	Florida	Limited Partnership

Florida Doc./Reg. Number: A01000001688

THIRD: The attached Plan of Merger meets the requirements of §§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 entities that are parties 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.

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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 §§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 or the surviving entity pursuant to §§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.

NINTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

TENTH: The Articles of merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: Signatures for each party are as follows:

KEMPKE ENTERPRISES, INC.

By: Shirley A. Kempke
Its President

KEMPKE ENTERPRISES, LTD.

By: Shirley A. Kempke
Shirley A. Kempke, as Trustee, a General Partner

By: Leonard W. Kempke
William Kempke, as Trustee, a General Partner AKA Leonard William Kempke

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PLAN OF MERGER

The following Plan of Merger was adopted and approved this 28th day of December, 2001 by each undersigned party to the merger in accordance with §§607.1107, 617.1103, 608.4381 and/or 620.202 and is being submitted in accordance with §§607.1108, 608.438 and/or 620.201, Florida Statutes.

ARTICLE I: The exact name and jurisdiction of the merging party ("Disappearing Entity") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Kempke Enterprises, Inc.	Florida

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ARTICLE II: The exact name and jurisdiction of the surviving party ("Surviving Entity") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Kempke Enterprises, Ltd.	Florida

ARTICLE III: THE MERGER

- (a) Subject to the terms and conditions of this Plan of Merger, at the Effective Time (as defined in paragraph (b) below) each Disappearing Entity shall be merged (the "Merger") with and into the Surviving Entity in accordance with Florida Law whereupon the separate existence of each Disappearing Entity shall cease, and the Surviving Entity shall continue as set forth in Article IV, below.
- (b) The parties hereto shall cause the Merger to be consummated by filing Articles of Merger with the Florida Secretary of State in such form as required by, and executed in accordance with the relevant provisions of Florida Law and the parties hereto shall make all other filings or recordings required pursuant to Florida Law in connection with the Merger. The Merger shall become effective as of the date of filing of the above referenced Articles of Merger (the "Effective Time").
- (c) At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of Florida Law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all property, rights, privileges, powers and franchises of each Disappearing Entity shall vest in the Surviving Entity, and all debts, liabilities and duties of each Disappearing Entity shall become the debts, liabilities and duties of the Surviving Entity.

ARTICLE IV: TERMS AND CONDITIONS OF THE MERGER

- (a) Certificate of Limited Partnership. Subject to Article V hereof, the Certificate of Limited Partnership of the Surviving Entity shall continue as such.
- (b) Limited Partnership Agreement. The Limited Partnership Agreement of the Surviving Entity shall continue as such.
- (c) Partners. The Partners of the Surviving Entity shall continue as such.
- (d) Registered Agent. The Registered Agent of the Surviving Entity shall continue as such.

ARTICLE V: CONVERSION OF SHARES

- (a) In General. The manner and basis of converting the interests, shares, obligations or other securities of the Disappearing Entity into the interests, shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property are as specified at paragraphs (b) and (c) below.
- (b) Conversion of Shares. At the Effective Time, the shares of common stock, \$1.00 par value, of the Disappearing Entity (the "Shares") outstanding immediately prior to the Effective Time shall be canceled and extinguished and converted into the right to receive the Merger Consideration (as defined in at paragraph (c) below) payable to the shareholders of the Disappearing Entity upon surrender of the certificates representing the Shares.
- (c) Merger Consideration. The Merger Consideration for the Shares shall be 2 units of General Partnership Interests and 98 units of Limited Partnership Interests of the Surviving Entity (the "Units"). The Merger Consideration shall be payable in full at the Effective Time. Each 1 Share shall be exchanged for 1 Unit.
- (d) 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: N/A

ARTICLE VI: Signatures for each party are as follows:

KEMPKE ENTERPRISES, INC.

By: Shirley A. Kempke
Its President

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KEMPKE ENTERPRISES, LTD.

By: Shirley A. Kempke
Shirley A. Kempke, as Trustee, a General
Partner, 101 Gordon Street, Sanford, FL 32771

By: Leonard W. Kempke
William Kempke, as Trustee, a General
Partner AKA LEONARD William Kempke
101 Gordon Street, Sanford, FL 32771

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