

A0400000000023

(Requestor's Name)

(Address)

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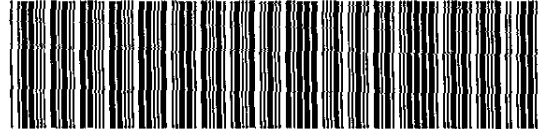
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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A04-23
OK

overpayment on new
filing of
\$17.50



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 6, 2004

HAROLD GRAY
140 ROYAL PALM WAY, SUITE 102
PALM BEACH, FL 33480

SUBJECT: LAKE WORTH VIEW LIMITED PARTNERSHIP
Ref. Number: A04000000023

We have received your document for LAKE WORTH VIEW LIMITED PARTNERSHIP and your check(s) totaling \$77.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be titled Articles of Merger.

The plan of merger must be attached/included.

The articles of merger must reflect that the plan of merger 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.

The plan of merger must contain the name(s) and address(es) of the general partner(s) of the surviving entity.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 104A00000457

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This portion can be removed for recipient's records.

Date **12/30/03**

FedEx Tracking Number

824918190952

Sender's Name **H. GRAY**

Phone **561 855-1052**

Company **WILLIS H DUPONT COMPANY**

Address **140 ROYAL PALM WAY STE 102**

PALM BEACH

State **FL** ZIP **33480**

Internal Billing Reference

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

1. _____
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2. _____
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3. _____
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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 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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January 21, 2004

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RICHARD B. BARKER (1906-1988)

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Ms. Tammi Cline, Document Specialist
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Via FedEx

**Re: For Filing: Articles and Plan of Merger for
Lake Worth View Limited Partnership and Lake View LLC
(Originally submitted December 31, 2003)**

Dear Ms. Cline:

Enclosed for re-filing is the above captioned "Articles and Plan of Merger for Lake Worth View Limited Partnership and Lake View LLC" and a copy of your letter of January 6, 2004. As you instructed, we have made the following corrections to the enclosed document:

- (1) the document is titled "Articles and Plan of Merger" to reflect the fact that it incorporates the required Articles of Merger with the Plan of Merger, which also must be included;
- (2) the document reflects that the Plan of Merger was approved by the domestic limited liability company and the domestic limited partnership that are parties to the merger in accordance with Chapters 608 and 620, Florida Statutes; and
- (3) the document contains the address of the general partner of the surviving entity.

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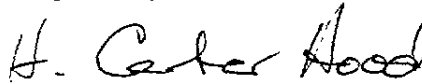
IVINS, PHILLIPS & BARKER

Ms. Tammi Cline
Florida Department of States
January 21, 2004
Page 2

The enclosed document is being resubmitted within 60 days of its original filing. Please "back date" the effective date of the Articles and Plan of Merger to its original submission date of December 31, 2003. It is my understanding that the checks totaling \$77.50 that accompanied the original submission will be adequate to cover the costs of this filing.

Thank you for your help. If there are any questions or problems, please contact me at 202-662-3423.

Respectfully submitted,

A handwritten signature in black ink that reads "H. Carter Hood". The signature is written in a cursive, flowing style.

H. Carter Hood

Enclosures

**ARTICLES AND PLAN OF MERGER
FOR
LAKE WORTH VIEW LIMITED PARTNERSHIP
AND
LAKE VIEW, LLC**

A04-23
L00-15495

ARTICLES AND PLAN OF MERGER, as of December 29, 2003, between LAKE VIEW, LLC, a Limited Liability Company, hereinafter called "Company", with its principal office in the State of Florida at 140 Royal Palm Way, Suite 102, Palm Beach, FL 33480, and LAKE WORTH VIEW LIMITED PARTNERSHIP, a Florida Limited Partnership, hereinafter called "Partnership", with its principal office in the State of Florida at 140 Royal Palm Way, Suite 102, Palm Beach, FL 33480; both entities being hereinafter collectively called the "Constituent Entities".

WHEREAS, Company, a Florida Limited Liability Company, is duly organized and existing under the laws of the State of Florida; and

WHEREAS, Partnership, a Florida Limited Partnership, is duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Members of Company and the Partners of Partnership deem it advisable that these entities merge; and

WHEREAS, the Members of Company and the Partners of Partnership have duly approved and authorized the form of these Articles and Plan of Merger (sometimes referred to herein as an Agreement of Merger) and the laws of the state of Florida permit such a merger; and

WHEREAS, the Constituent Entities desire to merge under and pursuant to chapters 608 and 620, Florida Statutes;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements and covenants herein contained, it is agreed that Company shall be and it hereby is merged into Partnership, which shall be the surviving entity, and the terms and conditions of such merger and the mode of carrying it into effect are and shall be as follows:

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1. NAME OF SURVIVING ENTITY: The name of Partnership, which sometimes is hereinafter referred to as "the Surviving Entity", shall, from and after the effective date of the merger, be LAKE WORTH VIEW LIMITED PARTNERSHIP.

2. OFFICE OF SURVIVING ENTITY: The principal office of Surviving Entity in Florida shall be located in unincorporated Palm Beach County, State of Florida. The name of its resident agent is Harold Gray, whose address is 140 Royal Palm Way, Suite 102, in the City of Palm Beach, County of Palm Beach, State of Florida. The address of the principal office of the Surviving Entity is 140 Royal Palm Way, Suite 102, in the City of Palm Beach, County of Palm Beach, State of Florida.

3. PURPOSES OF SURVIVING ENTITY: The nature of the business of the Surviving Entity and the objects and purposes to be transacted, promoted, or carried on by it are as follows:

To buy, sell, lease, borrow, or otherwise acquire, pledge dispose of and deal with real or personal property of any kind appropriate for investment and to take any action not inconsistent with the Limited Partnership Agreement or the laws of the State of Florida.

4. CAPITALIZATION OF SURVIVING ENTITY: The total number of units that the Surviving Entity shall be authorized to issue is 1,000,000 units of the Surviving Entity, of which 528,100 shall be issued at the time of this agreement.

5. AGREEMENT OF SURVIVING ENTITY: The Limited Partnership Agreement for LAKE WORTH VIEW LIMITED PARTNERSHIP (the "Limited Partnership Agreement"), as it shall exist upon the effective date of the merger, shall be and remain and continue to be the Limited Partnership Agreement of the Surviving Entity until it shall be altered, amended, or repealed as therein provided.

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TALLAHASSEE, FLORIDA

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6. PARTNERS:

- a. Persons who are the general and limited partners of Partnership on the effective date of the merger shall be and remain and continue to be partners of the Surviving Entity; such Partners shall hold their respective positions until the meeting of the partners of the Surviving Entity after the effective date of the merger and until their respective successors are elected or appointed in the manner provided by the Limited Partnership Agreement thereof.
- b. The first meeting of the partners of the Surviving Entity after effective date of the merger shall be as required in the Limited Partnership Agreement.
- c. The general and limited partners of the Surviving Entity who will serve as hereinabove set forth are as follows:

General Partner: Miren du Pont Sanchez
Post Office Box 853
Sun Valley, ID 83353

Limited Partner: Willis H. du Pont

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TALLAHASSEE, FLORIDA

7. EFFECTIVE DATE OF MERGER:

- a. For all purposes for the laws of the State of Florida, these Articles and Plan of Merger and the merger herein provided for shall become effective and the separate existence of LAKE VIEW, LLC, a Florida Limited Liability Company, except insofar as it may be continued by statute, shall cease as soon as the Articles and Plan of Merger shall have been adopted, approved, signed, and acknowledged in accordance with such laws. The

Articles and Plan of Merger and such certificates shall be filed in the Office of the Secretary of State of the State of Florida.

- b. The identity, existence, purposes, powers, objects, franchises, rights, and immunities of Partnership shall continue unaffected and unimpaired by the merger hereby provided for, and the corporate identity, existence, purpose, power, objects, franchises, rights, and immunities of Company, shall be continued in and merged into Partnership and Partnership shall be fully vested therewith.
- c. The date mentioned above, upon which this Agreement is signed and upon which the Constituent Entities shall so become a single entity, is the effective date of the merger.

8. CONVERSION OF SHARES: The manner of converting the membership and units of the Constituent Entities into units of the Surviving Entity shall be set forth in this paragraph:

- a. Immediately upon the effective date of the merger, each share or unit of membership interest in Company outstanding, without any action on the part of the holder thereof, shall automatically become and be converted into 0.9999 fully paid, non-assessable units of the Surviving Entity.
- b. Immediately upon the effective date of the merger, each share or unit of Partnership outstanding (being all of the units of Partnership outstanding), shall automatically become and be converted into 0.0001 fully paid, non-assessable units of the Surviving Entity.

9. EFFECT OF MERGER: Upon this merger becoming effective:

- a. The Surviving Entity shall possess all the rights, privileges, powers, and franchises of a public or private nature and shall be subject to all the restrictions,

disabilities, obligations, and duties of each of the Constituent Entities, except as otherwise herein provided, and except as otherwise provided by law;

- b. The Surviving Entity shall be vested with all property, real, personal, or mixed, and all debts due to the Constituent Entities on whatever account as well as all other things in action or belonging to the Constituent Entities; and
- c. All property, rights, privileges, powers, and franchises of the Constituent Entities shall be thereafter as effectually the property of the Surviving Entity as they were of the Constituent Entities, but all rights of creditors and all liens upon property of either of the Constituent Entities shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the effective date of the merger; and all debts, liabilities, obligations, and duties of the Constituent Entities shall thenceforth attach to, and are hereby assumed by, the Surviving Entity and may be enforced against it to the same extent as if such debts, liabilities, obligations, and duties had been incurred or contracted by it.

10. DELIVERY OF DEED AND INSTRUMENTS: From time to time as and when requested by the Surviving Entity or by its successors and assigns, each of the Constituent Entities shall execute and deliver, or cause to be executed and delivered, all deeds and other instruments and shall take, or cause to be taken, all such other and further actions as the Surviving Entity may deem necessary and desirable in order more fully to vest in and confirm to the Surviving Entity title to and possession of all the property, rights, privileges, powers, and franchises referred to in Paragraph 9 hereof and otherwise to carry out the intent and purpose of the Articles and Plan of Merger. For the convenience of the parties and to facilitate the filing and recording of these Articles and Plan of Merger, any number of counterparts hereof may be executed and each such executed counterpart shall be deemed to be an original instrument.

11. EXPENSES OF MERGER: The Surviving Entity shall pay all expenses of carrying these Articles and Plan of Merger into effect and of accomplishing the merger.

12. CAPITAL AND LIFE OF SURVIVING ENTITY: The minimum amount of capital with which the Surviving Entity shall commence business is \$1,000.00. The Surviving Entity is to have perpetual existence unless and until it is dissolved pursuant to the terms of the Limited Partnership Agreement.

13. ABANDONMENT OF MERGER: These Articles and Plan of Merger shall be submitted to the members of the Constituent Entities as provided by the applicable laws of the State of Florida, at meetings which shall be held on or before December 31, 2003, or at such dates as the Members or Partners of the Constituent Entities shall mutually approve; and upon the approval and adoption thereof, in the manner provided by such laws, by the holders of the outstanding units or interests of each of the Constituent Entities, shall be deemed and taken to be the Articles and Plan of Merger and act of merger of the Constituent Entities; provided, however, that anything herein or elsewhere to the contrary notwithstanding, these Articles and Plan of Merger may be terminated or abandoned before they become effective without further action approval by the members or partners of any of the Constituent Entities;

- a. By mutual consent of the Members or Partners of the Constituent Entities;
- b. By the Members or Partners of either of the Constituent Entities in the event of failure or inability to obtain necessary authorizations and approvals of any governmental agencies; or
- c. By the Members or Partners of either of the Constituent Entities if any material litigation or claims shall be pending or threatened against or substantially affecting either of the Constituent Entities or the Surviving Entity or any of their respective assets, or the merger, which, in the judgment of such Membership or Partnership, renders it inadvisable to proceed with the merger.

14. OFFICES AND PLACE OF MEETINGS: The Partners of the Surviving Entity may hold their meetings and the Surviving Entity may keep its books outside the State of Florida, except as otherwise provided by law.

15. RIGHT TO AMEND CERTIFICATE OF INCORPORATION: This

Agreement of Merger shall constitute the Certificate of Incorporation of Surviving Entity from and after the effective date of the Merger. The Surviving Entity hereby reserves the right to amend, alter, change, or repeal any provision contained in its Certificate of Limited Partners^{hip} in the manner now or hereafter prescribed by the laws of the State of Florida and all right conferred on partners therein are subject to this reservation.

In witness whereof, Partnership has caused this Agreement of Merger to be signed in its name by its sole General Partner and its sole Limited Partner and Company has caused this Agreement of Merger to be signed in its name by both of its Members, all as of the day and year first above written.

WORTH
LAKE/VIEW LIMITED Partnership

BY:


MIREN DU PONT SANCHEZ, General Partner


WILLIS H. DU PONT, Limited Partner

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TALLAHASSEE, FLORIDA

LAKE VIEW LLC

BY:


MIREN DU PONT SANCHEZ,
Managing Member


WILLIS H. DU PONT, Member

**CERTIFICATE OF MANAGING MEMBER
OF
LAKE VIEW, LLC**

I, MIREN DU PONT SANCHEZ, of the City of Ketchum, State of Idaho, hereby certify that I am the Manager Member of LAKE VIEW, LLC, a Limited Liability Company, incorporated under the laws of the State of Florida, having its principal office at Palm Beach, Florida; that at a meeting of the members of LAKE VIEW, LLC separately called for the purpose of considering the foregoing Agreement of Merger, held on the 29th day of December, 2003, at which meeting a majority of the voting power of LAKE VIEW, LLC was present in person or represented by proxy, the foregoing Agreement of Merger was adopted by the vote of Members representing at least a majority of the voting power of LAKE VIEW, LLC.

I further certify that such meeting was duly and legally called and notified in accordance with the provisions of the laws of the State of Florida and that the action proposed to be taken at such meeting was specified in the Notice of the meeting.

Dated 12/29/03



MIREN DU PONT SANCHEZ

CLERK OF STATE
TALLAHASSEE, FLORIDA
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**CERTIFICATE OF GENERAL PARTNER
WORTH OF
LAKE/VIEW LIMITED PARTNERSHIP**

I, MIREN DU PONT SANCHEZ, General Partner of LAKE/VIEW LIMITED PARTNERSHIP, a Florida Limited Partnership, hereby certify that the Agreement of Merger on which this Certificate is made, after first being signed by the sole General Partner and the sole ^{WORTH} Limited Partner of LAKE/VIEW LIMITED PARTNERSHIP, and by a majority of the Members of LAKE VIEW LLC, was duly submitted to the members of LAKE VIEW LLC, at a special meeting thereof duly called separately for the purpose of considering such Agreement of Merger, in accordance with the laws of State of Florida applicable thereto; and that at such meeting such Agreement of Merger was considered and a vote by ballot, in person or by proxy, taken for the adoption or rejection of the same, each share entitling the holder thereof to one vote; and the votes of Members of LAKE VIEW LLC, representing more than two-thirds of the total interest and outstanding units, were for the adoption of such Agreement of Merger.

Witness my hand this 29th day of December, 2003.



MIREN DU PONT SANCHEZ

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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