

A 34000001089

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____, Certificates of Status _____

Special Instructions to Filing Officer:

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Examiner

DCC

Office Use Only

Preparer

DCC

Verifier

DCC

Acknowledgement

DCC

W. P. Verifier

FF DCC

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500037972685

08/17/04--01008--014 **33.75

12/20/04--01004--011 **52.50

01/07/05--01002--010 **18.75

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more money

TAX

18.75

ADDITIONAL

CHARGE

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 15, 2004

ROY B. STROMME, ATTORNEY
520 MARQUETTE AVENUE, SUITE 900
MINNEAPOLIS, MN 55402-1122

SUBJECT: BILL AND SHELLEY PARTNERSHIP LP LTD
Ref. Number: A04000001089

We have received your document for BILL AND SHELLEY PARTNERSHIP LP LTD and your check(s) totaling \$86.25. However, the document has not been filed and is being retained in this office for the following:

The fee to file this merger is a total of \$105.00. We need an additional \$18.75.

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) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 004A00069948

Law Office of
ROY B. STROMME
Attorney and Counselor at Law
520 MARQUETTE AVENUE - SUITE 900
MINNEAPOLIS, MINNESOTA 55402-1122 · USA
FAX (612) 349-9949 · TELEPHONE (612) 349-5236
E-mail: rstromme@stromme-law.com

August 12, 2004

Corporations Division
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Bill and Shelley Partnership LP LTD

Enclosed is the Statement of Partnership Merger whereby the Bill and Shelley Partnership LP Minnesota, the merging partnership, is merged into Bill and Shelley Partnership LP LTD, Florida, the surviving partnership, and a check in the amount of \$33.75 for the filing and certificate of status fees. Following the merger, Bill and Shelley Partnership LP does not intend to conduct business in Minnesota.

Please call me if you have any questions or need additional information.

Very truly yours,



Roy B. Stromme

Law Offices of
ROY B. STROMME
Attorney and Counselor at Law
520 MARQUETTE AVENUE - SUITE 900
MINNEAPOLIS, MINNESOTA 55402-1122 · USA
FAX (612) 349-9949 · TELEPHONE (612) 349-5236
E-mail: rstromme@stromme-law.com

December 8, 2004

Corporations Division
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Bill and Shelley Partnership LP LTD

Enclosed are the Articles of Merger whereby the Bill and Shelley Partnership LP Minnesota, the merging partnership, is merged into Bill and Shelley Partnership LP LTD, Florida, the surviving partnership, and a check in the amount of \$52.50 for the filing. Following the merger, Bill and Shelley Partnership LP does not intend to conduct business in Minnesota.

I have enclosed a copy of your letter directing me to use the Form CR2E080.
Please call me if you have any questions or need additional information.

Very truly yours,



Roy B. Stromme



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 18, 2004

ROY B. STROMME, ATTORNEY
520 MARQUETTE AVENUE, SUITE 900
MINNEAPOLIS, MN 55402-1122

SUBJECT: BILL AND SHELLEY PARTNERSHIP LP LTD
Ref. Number: A04000001089

We have received your document for BILL AND SHELLEY PARTNERSHIP LP LTD and your check(s) totaling \$33.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You completed the wrong form to file a merger for a limited partnership. Please complete the attached.

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) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 704A00050925

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. Bill and Shelley Partnership LP 4633 Lords Street NE Prior Lake, MN 55372	Minnesota	Limited Partnership
Florida Document/Registration Number: _____		FEI Number: 49-1909275
2. _____ _____ _____		
Florida Document/Registration Number: _____		FEI Number: _____
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:

Name and Street Address

Jurisdiction

Entity Type

Bill and Shelley Partnership LP LTD

Florida

Limited Partnership

335 13th Street

P.O. Box 511242-1242

Key Colony Beach, FL 33051

Florida Document/Registration Number: A04000001089

FEI Number: 49-1909275

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.

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TALLAHASSEE, FLORIDA
laws of each party's

OR

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

(Note: Please see instructions for required signatures.)

[illegible]

(Attach additional sheet(s) if necessary)

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.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

<u>Name</u>	<u>Jurisdiction</u>
Bill and Shelley Partnership LP (BSPLPMN)	Minnesota

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

<u>Name</u>	<u>Jurisdiction</u>
Bill and Shelley Partnership LP LTD (BSPLPFLA)	Florida

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

Upon the Effective Date, the separate existence of BSPLPMN shall cease and all the property, rights, privileges, immunities and franchises of BSPLPMN and all of the property, real, personal, and mixed, and all the debts due on whatever account to BSPLPMN, as well as all causes in action belonging to BSPLPMN, and the title to all real estate vested in BSPLPMN shall not revert or be in any way impaired by reason of the Merger, but shall be vested in the Surviving partnership, BSPLPFLA. BSPLPFLA is responsible and liable for all the liabilities and obligations, including the rights and obligations under the agreements of BSPLPMN. A claim by or against or a pending proceeding by or against BSPLPMN may be prosecuted as if the Merger had not taken place, or BSPLPFLA may be substituted in place of BSPLPMN. Neither the rights of creditors nor any liens upon the property of BSPLPMN are impaired by the Merger.

The managers and officers of BSPLPFLA in office immediately prior to the Effective Date shall, from and after the Effective Date, be the managers and officers of the Surviving partnership. Managers and officers will serve until their respective successors are duly appointed or elected and qualified.

(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:

Each ownership unit of the merging partnership shall be converted into one ownership unit of the surviving partnership. The certificates representing the units of the merging partnership shall be canceled along with the units represented thereby, and all rights in respect thereof shall thereupon cease to exist.

- 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:

N/A

(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:

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

William E. Packer
P.O. Box 511242-1242
Key Colony Beach, FL 33051

If General Partner is a Non-Individual,

Florida Document/Registration Number

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:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

EIGHTH: Other provisions, if any, relating to the merger:

(Attach additional sheet(s) if necessary)