

AD80000000286

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

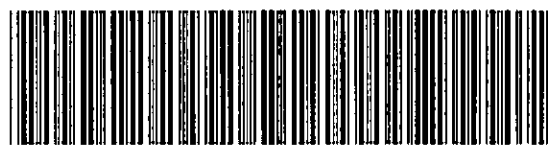
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:
Lauren Galvani
Advised to file
merger
Back date to 12/23/19

Office Use Only



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12/23/19--01037--006 ++105.00

FILED
2019 DEC 23 PM 2:27

Merger

APR 30 2020
ALBRITTON



Lauren A. Galvani, Partner
One Boca Place
2255 Glades Road, Suite 400-E
Boca Raton, Florida 33431
Phone: 561.994.2212
Fax: 561.997.8494
Direct Phone: 561.939.2219
Direct Fax: 561.807.7521
Email: lauren.galvani@gmlaw.com

December 18, 2019

Via Federal Express

Secretary of State
Division of Corporations
New Filings Section
The Centre of Tallahassee
2415 N Monroe Street, Suite 810
Tallahassee, Florida 32303

Re: Janower Limited Partnership III

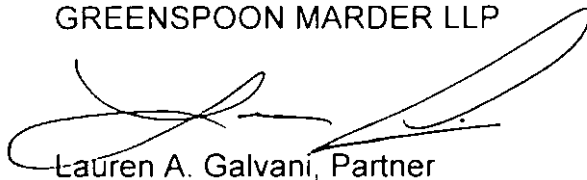
Dear Sir/Madam:

Enclosed please find Certificate of Merger to merge the Janower Family Limited Partnership into The Janower Limited Partnership III as well as a check in the amount of \$105.00 for the filing fee.

Should you have any questions, please do not hesitate to contact us.

Very truly yours,

GREENSPOON MARDER LLP



Lauren A. Galvani, Partner

LAG
Enclosure(s)
42057267 JLP.0003

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Janower Limited Partnership III
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Laurence I. Blair, Esq.

Contact Person

Greenspoon Marder, LLP

Firm/Company

2255 Glades Road, Suite 400-E

Address

Boca Raton, Florida 33431

City, State and Zip Code

julie.wysocki@gmlaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lauren A. Galvani at (561) 994-2212

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

☐ Certified copy (optional) \$52.50

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**CERTIFICATE OF MERGER OF
JANOWER FAMILY LIMITED PARTNERSHIP
WITH AND INTO
THE JANOWER LIMITED PARTNERSHIP III;**

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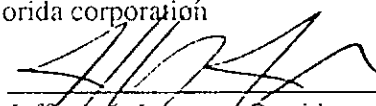
Pursuant to the provisions of Nev. Rev. Stat. § 92A.200 and Fla. Stat. ch. 620.203 and 620.2108, the parties submit the following Articles of Merger for the purpose of merging Janower Family Limited Partnership, a Florida limited partnership, with and into The Janower Limited Partnership III, a Nevada limited partnership:

- FIRST: The name of the Merging Party is Janower Family Limited Partnership and its place of organization is the jurisdiction of Florida ("Merged Partnership"). The Merged Partnership is a Limited Partnership.
- SECOND: The name of the Surviving Party is The Janower Limited Partnership III, and its place of organization is the jurisdiction of Nevada (the "Surviving Partnership"). The Surviving Partnership is a Limited Partnership.
- THIRD: The date of merger is effective as of September 1, 2018.
- FOURTH: The Plan and Agreement of Merger was duly approved by the unanimous consent of the partners of both the Surviving Partnership, in compliance with Nev. Rev. Stat. § 92A.140, and the Merged Partnership, in compliance with Fla. Stat. ch. 620.202, and 620.2108. The Plan and Agreement of Merger is as set forth on Exhibit A, attached hereto.
- FIFTH: The Surviving Partnership irrevocably 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 the rights of dissenting partners, if any, who are a party to the merger. The address to which the Secretary of State may mail a copy of any process that may be served on it is: 2235 E. Flamingo Road, Suite 201, Las Vegas, Florida 89119. The street address and the mailing address for the Surviving Partnership
- SIXTH: The Surviving Partnership agrees to pay dissenting partners that are a party to the merger, the amount, if any, to which they are entitled to under 607.1302, 620.205, and/or 608.4384, Florida Statutes.
- DATED: This Certificate of Merger is dated effective as of September 1, 2018.

JANOWER FAMILY LIMITED PARTNERSHIP,
a Florida limited partnership

By Its General Partner:

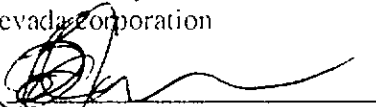
Janower Properties, Inc.
a Florida corporation

By: 
Jeffrey A. Janower, President

THE JANOWER LIMITED PARTNERSHIP III,
a Nevada limited partnership

By Its General Partner:

Janower Family, Inc.
a Nevada corporation

By: 
Todd Janower, President

**PLAN AND AGREEMENT OF MERGER OF
JANOWER FAMILY LIMITED PARTNERSHIP
WITH AND INTO
THE JANOWER LIMITED PARTNERSHIP III**

PLAN AND AGREEMENT OF MERGER, between Janower Family Limited Partnership, a Florida limited partnership ("JFLP"), and The Janower Limited Partnership III, a Nevada limited partnership ("JLP III"), pursuant to Fla. Stat. ch. 620.201 and Nev. Rev. Stat. § 92A.200.

WHEREAS, the General Partners of JFLP and JLP III having deemed it advisable that JFLP merge with and into JLP III, with JLP III being the surviving entity (the "Surviving Partnership"), duly approve and authorize this Plan of Merger;

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

1. Parties to Merger. The parties to the merger are: (a) JLP III, a limited partnership located at 2235 E. Flamingo Road, Suite 201, Las Vegas, Nevada 89119, and it is organized under and governed by the laws of the state of Nevada; and (b) JFLP, a limited partnership located at 7723 Wind Key Drive, Boca Raton, Florida 33434, and it is organized under and governed by the laws of Florida.

2. Surviving Partnership. The Surviving Partnership shall be JLP III, a limited partnership organized under and governed by the laws of the state of Nevada.

3. Adoption of Plan and Agreement of Merger. This Plan and Agreement of Merger was submitted to the partners of JFLP and JLP III for approval. The Plan and Agreement of Merger was approved by all of the partners entitled to vote for both JFLP and JLP III.

4. Effective Date of Merger. The effective date of merger (the "Effective Date") shall be the close of business on September 1, 2018.

5. Effect of Merger. Upon the Effective Date of this merger:

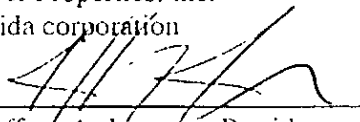
- a. The Limited Partners of JFLP shall assign their respective rights, title, and interest in all of their JFLP Units, and shall receive an equivalent class of JLP III Units.
- b. The organizational and governing documents of JLP III shall be the organizational and governing documents of the Surviving Partnership.
- c. The General Partner(s) of JLP III shall be the General Partner(s) of the Surviving Partnership.

6. Abandonment of Merger. This Plan of Merger may be terminated or abandoned at any time prior to its effective date.

JANOWER FAMILY LIMITED PARTNERSHIP,
a Florida limited partnership

By Its General Partner:

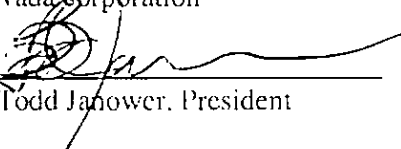
Janower Properties, Inc.
a Florida corporation

By: 
Jeffrey A. Janower, President

THE JANOWER LIMITED PARTNERSHIP III,
a Nevada limited partnership

By Its General Partner:

Janower Family, Inc.
a Nevada corporation

By: 
Todd Janower, President