

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H12000165628 3)))



H120001656283ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19980000090
Phone : (407) 839-4200
Fax Number : (407) 839-4264

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

MERGER OR SHARE EXCHANGE

Island View Partners, Ltd.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$166.25

\$210.00

Electronic Filing Menu

Corporate Filing Menu

Help

12 JUN 21 AM 9:53

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONSRECEIVED
DIVISION OF CORPORATIONS
JUN 21 2012

2012 JUN 22 AM 8:01

ISLAND VIEW PARTNERS, LTD.
SUFFICIENCY OF FILING6-25-2012
KSaly

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H12000165628 3)))



Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : BROAD AND CASSEL (ORLANDO)
Account Number : I19980000090
Phone : (407) 839-4200
Fax Number : (407) 839-4264

*2nd Request
Please use
original filing
date*

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

MERGER OR SHARE EXCHANGE

Island View Partners, Ltd.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$166.25

Electronic Filing Menu

Corporate Filing Menu

Help

Mandy Davis

From: RightFax [rfax@broadandcassel.com]
Sent: Thursday, June 21, 2012 4:47 PM
To: Mandy Davis
Subject: Your fax has been successfully sent to Division of Corporations at 1-850-617-6380.

Your fax has been successfully sent to Division of Corporations at 1-850-617-63 80.

From: Mandy Davis
CLIENT NO: 02141
MATTER NO: 1388

Time: 6/21/2012 4:44:00 PM
Sent to: 1-850-617-6380 with remote ID "850-617-6381"
Result: (0/339;0/0) Successful Send
Page record: 1 - 9
Elapsed time: 03:10 on channel 4

12 JUN 21 AM 9:53

Fax Audit Number: _____

CERTIFICATE OF MERGER**OF****ISLAND VIEW PARTNERS, LTD.,
a Florida limited partnership
(Document # A12000000260)****and****N.Y. STATE APARTMENT BUILDERS V, LTD.,
a Florida limited partnership
(Document # A95000000547)****and****N.Y. STATE APARTMENT BUILDERS VI, LTD.,
a Florida limited partnership
(Document # A95000000548)**

Pursuant to the provisions of the Florida Revised Limited Partnership Act, governing the merger of Florida entities, the entities hereinafter named do hereby adopt the following Certificate of Merger:

1. The names of the merging entities are N.Y. STATE APARTMENT BUILDERS V, LTD. ("NYSAB V"), which is a limited partnership existing under the laws of the State of Florida, the existence of which will cease, N.Y. STATE APARTMENT BUILDERS VI, LTD. (individually, "NYSAB VI"; collectively with NYSAB V, the "Disappearing Entities"), which is a limited partnership organized and existing under the laws of the State of Florida, the existence of which will cease, and ISLAND VIEW PARTNERS, LTD. (the "Surviving Entity"), which is a limited partnership organized and existing under the laws of the State of Florida, and which shall be the surviving entity.

2. The Plan of Merger for merging the Disappearing Entities with and into the Surviving Entity is attached hereto as Exhibit "A".

3. The merger shall be effective as of the date of filing with the Florida Department of State.

4. The Plan of Merger was approved and adopted by (i) written consent of the partners of NYSAB V, (ii) written consent of the partners of NYSAB VI, and (iii) written consent of the partners of the Surviving Entity.

5. The Surviving Entity will continue to exist under the name "Island View Partners, Ltd." pursuant to the provisions of the laws of the State of Florida.

Fax Audit Number: _____

4827-1723-5471.3
021410685 H04T M

Fax Audit Number: _____

Executed this 21st day of June 2012.**DISAPPEARING ENTITIES:****NYSAB V:**

N.Y. STATE APARTMENT BUILDERS V, LTD., a Florida limited partnership

By: CED Capital Holdings IX, Ltd., a Florida limited partnership, its general partner

By: CED Capital Holdings IX, Inc., a Florida corporation, its managing general partner

By: [Signature]
Name: Brian Spear
Title: Vice President**NYSAB VI:**

N.Y. STATE APARTMENT BUILDERS VI, LTD., a Florida limited partnership

By: CED Capital Holdings IX, Ltd., a Florida limited partnership, its general partner

By: CED Capital Holdings IX, Inc., a Florida corporation, its managing general partner

By: [Signature]
Name: Brian Spear
Title: Vice President**SURVIVING ENTITY:**

ISLAND VIEW PARTNERS, LTD., a Florida limited partnership

By: CED Capital Holdings IX, Ltd., a Florida limited partnership, its general partner

By: CED Capital Holdings IX, Inc., a Florida corporation, its managing general partner

By: [Signature]
Name: Brian Spear
Title: Vice President

Fax Audit Number: _____

EXHIBIT A

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JUN 21 AM 9:53

AGREEMENT AND PLAN OF MERGER**OF**

N.Y. STATE APARTMENT BUILDERS V, LTD.,
a Florida limited partnership,

and

N.Y. STATE APARTMENT BUILDERS VI, LTD.,
a Florida limited partnership,

and

ISLAND VIEW PARTNERS, LTD.,
a Florida limited partnership

THIS AGREEMENT AND PLAN OF MERGER by and between **N.Y. STATE APARTMENT BUILDERS V, LTD. ("NYSAB V")**, which is a limited partnership existing under the laws of the State of Florida, **N.Y. STATE APARTMENT BUILDERS VI, LTD.**, which is a limited partnership existing under the laws of the State of Florida (individually, "NYSAB VI"; collectively with NYSAB V, the "Disappearing Entities"), and **ISLAND VIEW PARTNERS, LTD.** (the "Surviving Entity"), which is a limited partnership organized and existing under the laws of the State of Florida, as approved by the partners of each of the Disappearing Entities and the partners of the Surviving Entity:

WITNESSETH:

WHEREAS, the partners of each of the Disappearing Entities and the partners of the Surviving Entity believe that the merger of the Disappearing Entities into the Surviving Entity would be advantageous and beneficial to the partners of the Disappearing Entities and the partners of the Surviving Entity; and

WHEREAS, the partners of each of the Disappearing Entities and the partners of the Surviving Entity have agreed that the Disappearing Entities shall merge into the Surviving Entity upon the terms and conditions and in the manner set forth in this Agreement and Plan of Merger and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and Plan of Merger and in order to consummate the transaction described above, each of the Disappearing Entities and the Surviving Entity, the constituent entities to this Agreement and Plan of Merger, agree as follows:

1. NYSAB V shall be merged with and into the Surviving Entity. The laws of the State of Florida permit such a merger.
2. NYSAB VI shall be merged with and into the Surviving Entity. The laws of the State of Florida permit such a merger.

3. Upon the approval and adoption of this Agreement and Plan of Merger, the Certificate of Merger complying with the applicable provisions of the Florida Revised Limited Partnership Act shall be duly executed by the appropriate general partners of each of the Disappearing Entities and the general partner of the Surviving Entity, and shall be filed with the Florida Department of State.

4. The Surviving Entity shall continue its existence under the name of "ISLAND VIEW PARTNERS, LTD." pursuant to the provisions of Florida law.

5. The separate existence of each of the Disappearing Entities shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Florida.

6. Upon the merger, the Disappearing Entities will contribute all of their respective assets to the Surviving Entity and the Surviving Entity will assume or take subject to all of respective debt, liabilities and obligations of the Disappearing Entities. In consideration of the merger, the Surviving Entity will issue to the Disappearing Entities general partner and limited partner interests in the Surviving Entity for distribution to their partners in proportion to the value contributed by each of the Disappearing Entities.

7. The Certificate of Limited Partnership of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the applicable provisions of Florida law.

8. The Agreement of Limited Partnership of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed therein or by the applicable provisions of Florida law.

9. The partners of the Surviving Entity upon the effective date of the merger shall continue to be the partners of the Surviving Entity.

10. Each of the Disappearing Entities and the Surviving Entity hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

11. The general partners of each of the Disappearing Entities and the general partner of the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger for the merger provided herein.

12. This Agreement and Plan of Merger may be amended with the approval of the general partners of each of the Disappearing Entities and of the general partner of the Surviving Entity at any time prior to the filing of the Certificate of Merger with the Florida Department of State; provided that any amendment made subsequent to the adoption of this Agreement and Plan of Merger by the partners of each of the Disappearing Entities or the partners of the Surviving Entity shall not (a) alter or change any term of the Certificate of Limited Partnership of the Surviving Entity or (b) alter or change any of the terms and conditions of this Agreement and

Plan of Merger if such alteration or change would adversely affect the holders of partnership interests of the Surviving Entity or partnership interests of either of the respective Disappearing Entities.

13. The name and address of the General Partner of the Surviving Entity is as follows:

CED Capital Holdings IX, Ltd.
1551 Sandspur Road
Maitland, Florida 32751

14. This Agreement and Plan of Merger shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

15. This Agreement and Plan of Merger may be executed in one or more counterparts, each of which will be deemed original and all of which together will constitute one and the same instrument.

(Signatures appear on the following pages)

IN WITNESS WHEREOF, the duly authorized representatives of the constituent entities have executed this Agreement and Plan of Merger as of the date first above written. This Agreement and Plan of Merger is effective as the date of filing with the Florida Department of State.


DISAPPEARING ENTITIES:

NYSAB V:

N.Y. STATE APARTMENT BUILDERS V, LTD., a Florida limited partnership

By: CED Capital Holdings IX, Ltd., a Florida limited partnership, its general partner

By: CED Capital Holdings IX, Inc., a Florida corporation, its managing general partner


By: 
Name: Brian Spear
Title: Vice President

NYSAB VI:

N.Y. STATE APARTMENT BUILDERS VI, LTD., a Florida limited partnership

By: CED Capital Holdings IX, Ltd., a Florida limited partnership, its general partner

By: CED Capital Holdings IX, Inc., a Florida corporation, its managing general partner


By: 
Name: Brian Spear
Title: Vice President

SURVIVING ENTITY:

ISLAND VIEW PARTNERS, LTD., a Florida limited partnership

By: CED Capital Holdings IX, Ltd., a Florida limited partnership, its general partner

By: CED Capital Holdings IX, Inc., a Florida corporation, its managing general partner

By: 
Name: Brian Spear
Title: Vice President