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Division of Corporations Page 1 of 1

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**MERGER OR SHARE EXCHANGE  
MLA ALEXANDER FMY LP**

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Certified Copy	0
Page Count	09/10
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7/16/2015 12:50:56 PM From: To: 8506176380( 2/10 )



July 16, 2015

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

MLA ALEXANDER FMY LP  
13836 WHISPERING LAKES LANE  
PALM BEACH GARDENS, FL 33418

SUBJECT: MLA ALEXANDER FMY LP  
REF: A13000000362

**\*RE-SUBMIT\***

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Are you changing the name of the L.P? If not please change the name in paragraph 1.2 on page 1 to MLA Alexander FMY LP.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey  
Regulatory Specialist II

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AGREEMENT OF MERGER  
OF  
MLA ALEXANDER FMY LP, AN INDIANA LIMITED PARTNERSHIP  
AND  
MLA ALEXANDER FMY LP, A FLORIDA LIMITED PARTNERSHIP

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

THIS AGREEMENT OF MERGER (the "Agreement") dated as of July 15, 2015, (the "Effective Date"), is made and entered into by and between MLA ALEXANDER FMY LP, an Indiana Limited Partnership ("INDLP") and MLA ALEXANDER FMY LP, a Florida Limited Partnership ("FLALP"), which limited partnerships are sometimes referred to herein as the "Constituent LPs."

RECITALS

INDLP is an Indiana limited partnership organized and existing under the laws of the State of Indiana on January 14, 2010.

FLALP is a Florida limited partnership organized and existing under the laws of the State of Florida on July 10, 2013.

All the rights, title, voting rights and interest relating to the general partner and the limited partners in the FLALP are identical to the INDLP.

The general partner of the FLALP and the INDLP is KA ALEXANDER MANAGEMENT, LLC ("General Partner").

The purpose of this Agreement is to reincorporate from Indiana to Florida for estate and tax issues..

NOW, THEREFORE, in consideration of the premises, the mutual covenants herein contained and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties agree that INDLP shall be merged into FLALP upon the following terms and conditions.

ARTICLE I

MERGER/REINCORPORATION

1.1 The Recitals set forth above are incorporated into this Agreement.

1.2 On the Effective Date, INDLP shall be merged into FLALP, the separate existence of INDLP shall cease, and FLALP (hereinafter sometimes referred to as the "Surviving LP") shall continue to exist under the name of MLA ALEXANDER FMY LP, by virtue of, and shall be governed by, the laws of the State of Florida.

1.3 The Federal Employer Identification Number (EIN) of INDLP (27-1525349) shall remain the same for the Surviving LP.

## ARTICLE II

### CHARTER DOCUMENTS AND GENERAL PARTNER

2.1 **CERTIFICATE OF LIMITED PARTNERSHIP.** The name of the Surviving LP shall be "MLA ALEXANDER FMY LP." The Articles of Limited Partnership of the Surviving LP as in effect on the date hereof shall be the Articles of Limited Partnership of FLALP (the "Articles of Limited Partnership") without change unless and until amended in accordance with applicable law.

2.2 **OPERATING AGREEMENT.** The Operating Agreement of the Surviving LP as in effect on the date hereof shall be the Operating Agreement of FLALP (the "Operating Agreement") without change unless and until amended in accordance with applicable law.

2.3 **GENERAL PARTNER.** The name of the General Partner is KA ALEXANDER MANAGEMENT, LLC. The two members of the General Partner are Merwyn K. Alexander and Aileen Alexander, both of whose address is 13836 Whispering Lakes Lane, Palm Beach Gardens, FL 33418. Upon the Effective Date, the General Partner of INDLP shall be the General Partner of the Surviving LP. Such persons shall hold office in accordance with the Operating Agreement until their respective successors shall have been appointed or elected.

2.4 **BOOKS AND RECORDS.** The books and records of the shall reflect that the ownership interest in the FLALP is exactly the same of the INDLP as of the Effective Date.

## ARTICLE III

### EFFECT OF MERGER ON STOCK OF CONSTITUENT LPS

3.1 **CONVERSION OF PARTNERSHIP INTERESTS.** At the Effective Date, by virtue of the Merger and without any action on the part of partners, INDLP partnership interests outstanding immediately prior to the Effective Date shall be converted into and become FLALP partnership interests based on the ownership percentage held by a partner immediately prior to the Effective Date and shall constitute the only partnership interests of the Surviving LP (the "Surviving LP Interests").

## ARTICLE IV

### GENERAL PARTNER

4.1 The name of the General Partner is KA ALEXANDER MANAGEMENT, LLC, a Florida limited liability company. The two members of the General Partner are Merwyn K. Alexander and Aileen Alexander, both of whose address is 13836 Whispering Lakes Lane, Palm Beach Gardens, FL 33418.

## ARTICLE V

### GENERAL

5.1 **FURTHER ASSURANCES.** Each of INDLP and FLALP agrees that it will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments and will take or cause to be taken such further or other action as the Surviving LP may deem necessary in order to vest in and confirm to the Surviving LP title to and possession of all the property, rights, privileges, immunities, powers, purposes and franchises, and all and every other interest of INDLP and FLALP and otherwise to carry out the intent and purposes of this Agreement.

5.2 **AMENDMENT.** The General Partner of INDLP and FLALP may amend this Agreement at any time prior to the Effective Date.

5.3 **TERMINATION.** This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Date, whether before or after partnership approval of this Agreement, by the consent of the General Partner and a majority in interest of Limited Partners of INDLP and FLALP. In the event this Agreement is terminated, it shall become wholly void and of no effect and no liability on the part of either Constituent LP.


5.4 **GOVERNING LAW.** This Agreement shall be governed by and construed in accordance by the laws of the State of Florida, without giving effect to the principles of conflicts of laws thereof.

5.5 **FEES AND EXPENSES.** All costs and expenses incurred in connection with this Agreement shall be paid by the party incurring such cost or expense.

5.6 **COUNTERPARTS.** This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed by the General Partnership and a majority of the holders of the Limited Partnership Interests, all as of the day and year first above written.


GENERAL PARTNER OF MLA ALEXANDER FMY LP, an Indiana Limited Partnership

  
Merwyn K. Alexander

GENERAL PARTNER OF MLA ALEXANDER FMY LP, a Florida Limited Partnership

KA ALEXANDER MANAGEMENT, LLC, GENERAL PARTNER

By:   
Aileen Alexander, Member

By:   
Merwyn K. Alexander, Member  
(the above representing all the members of the LLC)

**CERTIFICATE OF MERGER OF**  
**MLA ALEXANDER FMY LP, an Indiana Limited Partnership**  
**Into**  
**MLA ALEXANDER FMY LP, a Florida Limited Partnership**

The following Certificate of Merger is submitted in accordance with s. 620.2108, Florida Statutes.

**FIRST:** The exact name, entity type and each jurisdiction for each merging party are as follows:

MLA ALEXANDER FMY LP, an Indiana Limited Partnership  
MLA ALEXANDER FMY LP, a Florida Limited Partnership

**SECOND:** The exact name, entity type and jurisdiction of the surviving party are as follows:

MLA ALEXANDER FMY LP, a Florida Limited Partnership

**THIRD:** The date the merger is effective under the governing laws of the surviving party is July 15, 2015.

**FOURTH:** The merger was approved by each party as required by its governing law.

MLA ALEXANDER FMY LP, an Indiana Limited Partnership

By: General Partner:

KA ALEXANDER MANAGEMENT, LLC, a Florida limited liability company

By: 

Aileen Alexander, Member

By: 

Merwyn K. Alexander, Member

(the above representing all the members of the LLC)

MLA ALEXANDER FMY LP, a Florida Limited Partnership

By: General Partner:

KA ALEXANDER MANAGEMENT, LLC, a Florida limited liability company

By: 





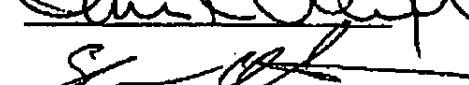
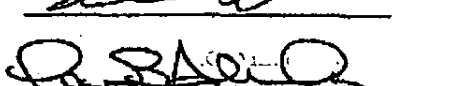
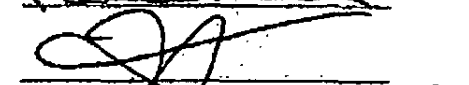

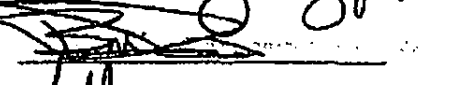
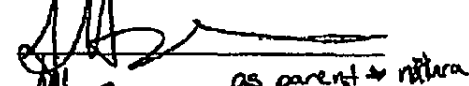
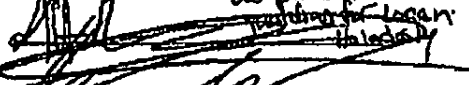
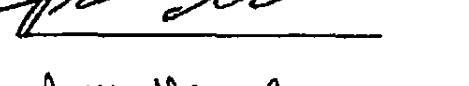
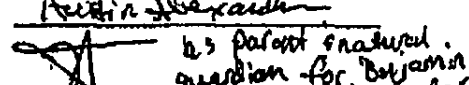
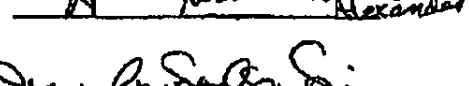
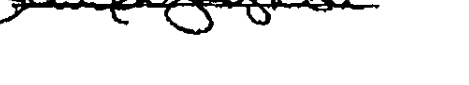

Aileen Alexander, Member

By: 

Merwyn K. Alexander, Member

(the above representing all the members of the LLC)

# PARTNERS

Name	Signature	Total Partnership
KA Alexander Management, LLC		2.000% (General Partner)
		(Limited Partners)
Merwyn K. Alexander		4.5555555%
Aileen Alexander		4.5555555%
Richard Alexander		5.5555555%
David Alexander		5.5555555%
Shane Alexander		5.5555555%
Paul Alexander		5.5555555%
Joel Alexander		5.5555555%
Sharon Galczynski		5.5555555%
Brian Paine		5.5555555%
Abigail Holdaday		5.5555555%
Logan Holdaday		5.5555555%
Huntington Alexander		5.5555555%
Austin Alexander		5.5555555%
Benjamin Alexander		5.5555555%
Jennifer Galczynski		5.5555555%

as parent & natural guardian for Logan Holdaday

as parent & natural guardian for Benjamin Alexander



Cherryana Sale

*as parent and  
natural guardian  
of Cherryana Sale*  
Jenna J. Galczynski 5.5555555%

Jaclyn Galczynski Monroe

Jaclyn Galczynski Monroe 5.5555555%

Tora Alexander

Tora Alexander 5.5555555%

TOTAL

100.00%

%

**RESOLUTION OF THE PARTNERS OF  
KA ALEXANDER FMY, LP, an Indiana Limited Partnership**

Pursuant to the Indiana Code Section 23-4-1, the Partners of KA Alexander FMY, LP ("IndLP"), an Indiana limited partnership, the partners of the IndLP do hereby take, ratify, affirm, and approve the following actions:

1. To merge the IndLP into a Florida limited partnership ("FLLP"), which requires that the (i)(A) Certificate of Limited Partnership and (B) the Limited Partnership Agreement of the IndLP and the FLLP to mirror one another and the ownership; and (ii) that the ownership interests in the IndLP and the FLLP immediately prior to and subsequent to the merger shall be identical;
2. Authorize the General Partner of the IndLP and the FLLP to understand such actions and file such documents as required to affectuate those actions.

By: General Partner:  
KA ALEXANDER MANAGEMENT, LLC

By: Aileen Alexander 2.0% Partnership Interest  
Aileen Alexander, Member

By: Merwyn K. Alexander  
Merwyn K. Alexander, Member  
(the above representing all the members of the LLC)