

A14962

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

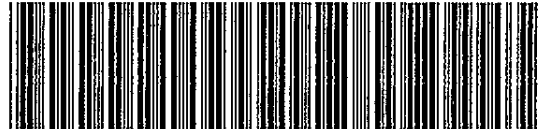
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400062179434

12/20/05--01020--019 **157.50

EFFECTIVE DATE
12/21/05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA 32399-0001

05 DEC 20 PM 1:39 05 DEC 20 AM 11:31

FILED RECEIVED

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

FILED
05 DEC 20 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12/31/05

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

1. Kendall Family Partnership of P.B. Co., Ltd
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

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 checked="" 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

Examiner's Initials

MARK J. NOWICKI

LAWYER

480 MAPLEWOOD DRIVE, SUITE 2

JUPITER, FL 33458-5845

MARK J. NOWICKI
ALSO ADMITTED IN COLORADO
AND MONTANA

OF COUNSEL
KENNEDY & ASSOCIATES, P.L.

TELEPHONE 561 746-9200
TELEFAX 561 746-9204
EMAIL mnowickiesq@aol.com
WEB www.nowickilaw.com

BOARD CERTIFIED IN TAXATION
PRACTICE LIMITED TO
ESTATE PLANNING,
INCOME TAX PLANNING AND
RELATED FEDERAL TAX MATTERS

December 20, 2005

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

Re: Kendall Family Partnership of P.B. Co., Ltd. [Disappearing Entity]
Kenco, Ltd. [Surviving Entity]

Dear Madam:

Enclosed, you will find the Articles of Merger and Plan of Merger pursuant to which Kendall Family Partnership of P.B. Co., Ltd. shall be merged into Kenco, Ltd. - Effective 12/31/05

Also enclosed, you will find filing fees computed as follows:

One corporation [disappearing entity]	\$ 52.50
One corporation [surviving entity]	\$ 52.50
Certified copy of Certificate of Merger for corporation	\$ 52.50
Total enclosed	\$157.50

Kindly provide the certified copy of the Certificate of Merger upon the completion of this transaction.

If you have any questions, please contact me directly.

Sincerely,


Mark J. Nowicki

MJN/cld
Enclosures

FILED
5 DEC 20 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA 12/21/05
EFFECTIVE DATE

ARTICLES OF MERGER

The following Articles of Merger executed this 20th day of December, 2005 are being submitted in accordance with §§607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction and entity type of each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Kendall Family Partnership of P.B. Co., Ltd. 5414 Georgia Avenue West Palm Beach, FL 33405	Florida	Limited Partnership

Florida Doc./Reg. Number: A97000000207

SECOND: The exact name, street address of its principal office, jurisdiction and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Kenco, Ltd. 5414 Georgia Avenue West Palm Beach, FL 33405	Florida	Limited Partnership

Florida Doc./Reg. Number: A14962

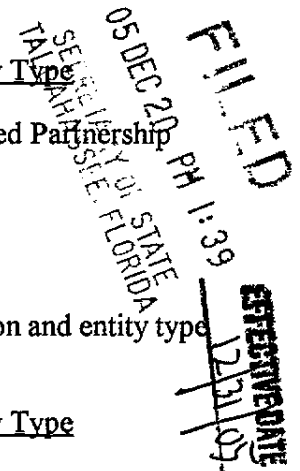
THIRD: The attached Plan of Merger meets the requirements of §§607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entities that are parties 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 §§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 or the surviving entity pursuant to §§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.

NINTH: The effective date of this Merger is December 31, 2005.

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

ELEVENTH: Upon completion of the merger, the names and addresses of the General Partners of the surviving party shall be changed to:

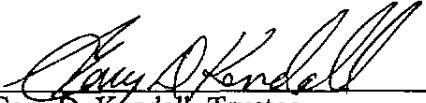
Gary D. Kendall, 5414 Georgia Avenue, West Palm Beach, FL 33405

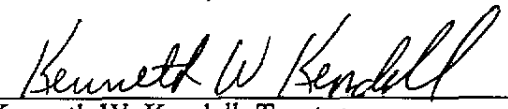
Kenneth W. Kendall, 5414 Georgia Avenue, West Palm Beach, FL 33405

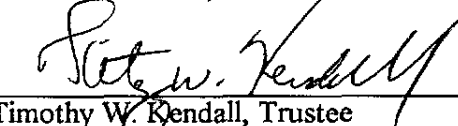
Timothy W. Kendall, 5414 Georgia Avenue, West Palm Beach, FL 33405

TWELFTH: Signatures for each party are as follows:

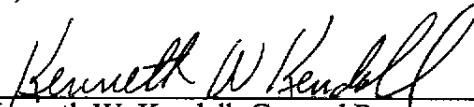
Kendall Family Partnership of P.B. Co., Ltd.

By: 
Gary D. Kendall, Trustee
5414 Georgia Avenue
West Palm Beach, FL 33405

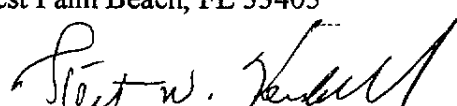
By: 
Kenneth W. Kendall, Trustee
5414 Georgia Avenue
West Palm Beach, FL 33405

By: 
Timothy W. Kendall, Trustee
5414 Georgia Avenue
West Palm Beach, FL 33405

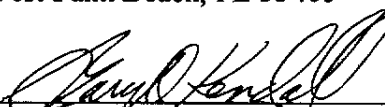
Kenco, Ltd.

By: 

Kenneth W. Kendall, General Partner
5414 Georgia Avenue
West Palm Beach, FL 33405

By: 

Timothy W. Kendall, General Partner
5414 Georgia Avenue
West Palm Beach, FL 33405

By: 

Gary D. Kendall, Newly Admitted General Partner
5414 Georgia Avenue
West Palm Beach, FL 33405

PLAN OF MERGER

The following Plan of Merger was adopted and approved this 20th day of December, 2005 by each undersigned party to the merger in accordance with §§607.1107, 617.1103, 608.4381 and/or 620.202 and is being submitted in accordance with §§607.1108, 608.438 and/or 620.201, Florida Statutes.

ARTICLE I: The exact name and jurisdiction of each merging party ("Disappearing Entity") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
KENDALL FAMILY PARTNERSHIP OF P.B. CO., LTD.	Florida

ARTICLE II: The exact name and jurisdiction of the surviving party ("Surviving Entity") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
KENCO, LTD. (the "Company")	Florida

ARTICLE III: THE MERGER

- (a) Subject to the terms and conditions of this Plan of Merger, at the Effective Time (as defined in paragraph (b) below) each Disappearing Entity shall be merged (the "Merger") with and into the Surviving Entity in accordance with Florida Law whereupon the separate existence of each Disappearing Entity shall cease, and the Surviving Entity shall continue as set forth in Article IV, below.
- (b) The parties hereto shall cause the Merger to be consummated by filing Articles of Merger with the Florida Secretary of State in such form as required by, and executed in accordance with the relevant provisions of Florida Law and the parties hereto shall make all other filings or recordings required pursuant to Florida Law in connection with the Merger. The effective date of this Merger is December 31, 2005 (the "Effective Time").
- (c) At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of Florida Law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all property, rights, privileges, powers and franchises of each Disappearing Entity shall vest in the Surviving Entity, and all debts, liabilities and duties of each Disappearing Entity shall become the debts, liabilities and duties of the Surviving Entity.

ARTICLE IV: TERMS AND CONDITIONS OF THE MERGER

- (a) Certificate of Limited Partnership. Subject to Article VI below, the Certificate of Limited Partnership of the Surviving Entity shall continue as such.
- (b) Partnership Agreement. Subject to Article VI below, the Partnership Agreement of

the Surviving Entity shall continue as such.

- (c) Manager and Members. Subject to Article VI below, the Partners of the Surviving Entity shall continue as such.
- (d) Registered Agent. The Registered Agent of the Surviving Entity shall continue as such.

ARTICLE V: CONVERSION OF UNITS

- (a) In General. The manner and basis of converting the interests, shares, obligations or other securities of each Disappearing Entity into the interests, shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property are as specified at paragraphs (b) and (c) below.
- (b) Conversion of Shares. At the Effective Time, the units of General and Limited Partnership Interest of each Disappearing Entity (the "Units") outstanding immediately prior to the Effective Time shall be canceled and extinguished and converted into the right to receive the Merger Consideration (as defined in at paragraph (c) below) payable to the Partners of each Disappearing Entity upon surrender of the certificates representing the Units.
- (c) Merger Consideration. The Merger Consideration for the Units shall be 100 Units of Limited Partnership Interest of the Surviving Entity (the "Newly Issued Units"). The Merger Consideration shall be payable in full at the Effective Time. Each 1 Unit shall be exchanged for 1 Newly Issued Unit.
- (d) 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

ARTICLE VI: If a Limited Partnership is the surviving entity, the names and addresses of the General Partners are as follows:

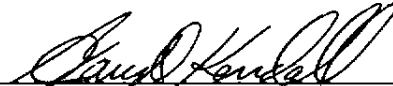
Kenneth W. Kendall
5414 Georgia Avenue
West Palm Beach, Florida 33405

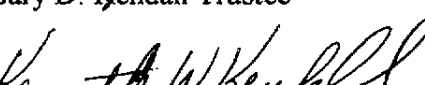
Timothy W. Kendall
5414 Georgia Avenue
West Palm Beach, Florida 33405


Gary D. Kendall
5414 Georgia Avenue
West Palm Beach, Florida 33405

ARTICLE VII: Signatures for each party are as follows:


KENDALL FAMILY PARTNERSHIP OF P.B. CO., LTD.

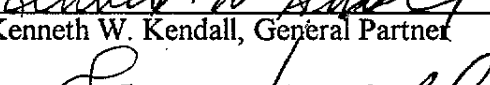
Date: Dec. 20, 2005 By: 
Gary D. Kendall Trustee


Date: Dec. 20, 2005 By: 
Kenneth W. Kendall Trustee

Date: Dec. 20, 2005 By: 
Timothy W. Kendall Trustee

KENCO, LTD.

Date: Dec. 20, 2005 By: 
Kenneth W. Kendall, General Partner

Date: Dec. 20, 2005 By: 
Timothy W. Kendall, General Partner

Date: Dec. 20, 2005 By: 
Gary D. Kendall, Newly Admitted General Partner