

Division of Corporations

Page 1 of 1

# A17067

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## MERGER OR SHARE EXCHANGE

Heritage Park, L.L.P.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$86.25

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF MERGER**

**OF**

**HERITAGE PARK RETIREMENT COMMUNITIES, LLC**

*(a Florida limited liability company)*

**WITH AND INTO**

**HERITAGE PARK, LLLP**

*(a Florida limited liability limited partnership)*

*The following Certificate of Merger is submitted in accordance with the Florida Limited Liability Company Act and the Florida Revised Uniform Limited Partnership Act of 2005 (collectively, the "Acts").*

**FIRST:** The *merging party* is HERITAGE PARK RETIREMENT COMMUNITIES, LLC, a Florida limited liability company.

**SECOND:** The *surviving party* is HERITAGE PARK, LLLP, a Florida limited liability limited partnership.

**THIRD:** The attached Plan and Agreement of Merger was approved by each domestic limited liability company and limited liability limited partnership that is a party to the merger in accordance with the applicable provisions of Chapter 608 and Chapter 620, Florida Statutes.

**FOURTH:** The date of filing of this Certificate of Merger shall be the effective date of this merger (the "Effective Date").

**MERGING PARTY:**

HERITAGE PARK RETIREMENT  
COMMUNITIES, LLC, a Florida limited  
liability company

By: 

Robert G. Schemel, Manager and Authorized  
Representative

**SURVIVING PARTY:**

HERITAGE PARK, LLLP, a Florida limited  
liability limited partnership

By: 

Robert G. Schemel, General Partner

H13000275824 3

**PLAN AND AGREEMENT OF MERGER  
OF**

**HERITAGE PARK RETIREMENT COMMUNITIES, LLC**  
*(a Florida limited liability company)*

**WITH AND INTO**

**HERITAGE PARK, LLLP**  
*(a Florida limited liability limited partnership)*

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement") is dated December 13 2013, by and between HERITAGE PARK RETIREMENT COMMUNITIES, LLC, a Florida limited liability company ("HPRC"), as the merging party, and HERITAGE PARK, LLLP, a Florida limited liability limited partnership ("HP"), as the surviving party.

WHEREAS, ROBERT G. SCHEMEL and THE ROBERT G. SCHEMEL 1998 FAMILY TRUST under agreement dated December 31, 1998, own seventy-nine percent (79%) and twenty-one percent (21%), respectively, of the issued and outstanding partnership interests in HP; and

WHEREAS, ROBERT G. SCHEMEL and THE ROBERT G. SCHEMEL 1998 FAMILY TRUST under agreement dated December 31, 1998, own seventy-nine percent (79%) and twenty-one percent (21%), respectively, of the issued and outstanding partnership interests in HPRC; and

WHEREAS, HPRC and HP desire to enter into this Agreement for the merger of HPRC with and into HP.

NOW THEREFORE, in consideration of the foregoing, the mutual covenants and agreements contained herein, and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereto intending to be legally bound do hereby agree as follows:

1. Merger. On and as of the Effective Date (as defined herein), HPRC shall be merged with and into HP in accordance with the laws of the State of Florida and this Agreement.

2. Surviving Entity. On and as of the Effective Date, the separate existence of HPRC shall cease, and HP shall be the surviving entity, which shall continue as a limited liability limited partnership under the laws of the State of Florida.

3. Terms and Conditions of Merger. The terms and conditions of the merger are as follows:

a. Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and

H13000275824 3

H13000275824 3

description of HPRC shall be transferred to and vested in HP without further act or deed.

- b. Assumption of Obligations. All obligations of HPRC shall become obligations of HP.

4. Certificate of Formation and Partnership Agreement. The Certificate of Limited Partnership (as amended) and the Partnership Agreement of HP immediately prior to the merger shall survive as the Certificate of Limited Partnership (as amended) and the Partnership Agreement of the surviving party.

5. Effective Date. The date of filing of the Certificate of Merger with the Florida Department of State shall be the effective date of this merger (the "Effective Date").

6. Ownership Interests.

- a. Membership interests of HPRC immediately prior to the Effective Date shall not be converted in any manner, but each said interests which are issued immediately prior to Effective Date shall be surrendered and extinguished. There shall be no changes to the form or ownership of the partnership interests of HP.
- b. Upon the Effective Date, all rights in respect of membership interests of HPRC shall be canceled. There shall be no change in the rights to acquire partnership interests in HP.

7. General Partner. HP is the surviving entity and it is to be managed in accordance with its Agreement of Limited Partnership and the laws of the State of Florida. The name and address of the General Partner is ROBERT G. SCHEMEL, 843 South Atlantic Drive, Lantana, Florida 33462.

IN WITNESS WHEREOF, the parties have executed this Agreement on the day and year first above written.

MERGING PARTY:

HERITAGE PARK RETIREMENT  
COMMUNITIES, LLC, a Florida limited  
liability company.

By: 

Robert G. Schemel, Manager

SURVIVING PARTY:

HERITAGE PARK, LLLP, a Florida limited  
liability limited partnership

By: 

Robert G. Schemel, General Partner

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