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MERGER OR SHARE EXCHANGE
PRESTON COURT LIMITED PARTNERSHIP

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PRESTON COURT LIMITED PARTNERSHIP

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J O N E S
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Memo

To: Florida Department of State, Division of Corporations
ATTENTION: LIMITED PARTNERSHIP FILINGS
From: Sherry Wadsworth (Phone 561-650-0471) and
David Bowers, Esq. (561-659-3000)
Date: December 20, 2019

Dear Madam/Sir,

This Memo is being included with our filings to explain what we are hoping to accomplish.

We are simultaneously faxing three different related filings to you today as follows:

1. Notice of Cancellation for Foreign Limited Partnership (Maryland) authority to transact business in Florida to free up the name "Preston Court Limited Partnership" for the new Limited Partnership referred to in Item 2 below, effective as of the close of business on December 31, 2019.
2. Certificate of Limited Partnership for Preston Court Limited Partnership, a new Florida limited partnership, effective as of the close of business on December 31, 2019.
- 3. Articles of Merger of Preston Court Limited Partnership (a Maryland limited partnership) into the new Florida limited partnership named Preston Court Limited Partnership referred to in Item 2 above, effective as of the close of business on December 31, 2019.

Please call me or David Bowers at the phone numbers above if there are any problems with the filings.

Thank you.

Sherry Wadsworth

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**FLORIDA
ARTICLES OF MERGER**

**Preston Court Limited Partnership
(a Maryland Limited Partnership)**

Into

**Preston Court Limited Partnership
(a Florida Limited Partnership)**

A19-580

SECRETARY OF STATE
DIVISION OF CORPORATIONS
2019 DEC 20 PM 12:02

The following Articles of Merger are being submitted to merge the following limited partnerships in accordance with Section 620.2108, Florida Statutes:

1. The exact name, entity type and jurisdiction of each merging entity is:

Preston Court Limited Partnership, a Maryland limited partnership

2. The exact name and jurisdiction of the surviving limited partnership is:

Preston Court Limited Partnership, a Florida limited partnership, whose street and mailing address is 801 South Olive Ave., #723, West Palm Beach, FL 33401.

3. The effective date of the merger shall be effective as of the close of business on December 31, 2019.

4. The merger was approved by each party as required by its governing law.

IN WITNESS WHEREOF, these Articles of Merger have been executed this 19th day of December, 2019, to be effective as stated above.

Merging Limited Partnership:

PRESTON COURT LIMITED PARTNERSHIP
A Maryland limited partnership
By: Capital Partners, Incorporated,
General Partner

By: 

Neil M. McMahon
Its: Managing Director
and President

Surviving Limited Partnership:

PRESTON COURT LIMITED PARTNERSHIP
A Florida limited partnership
By: Capital Partners FL 2, Inc.,
General Partner

By: 

Neil M. McMahon
Its: President

PLAN OF MERGER
of
PRESTON COURT LIMITED PARTNERSHIP
(a Maryland Limited Partnership)
into
PRESTON COURT LIMITED PARTNERSHIP
(a Florida Limited Partnership) (the Survivor)

The following Plan of Merger is submitted in compliance with Sections 620.2106 – 620.2109, F.S., and in accordance with the laws of any other applicable jurisdiction of the organization:

1. The name and jurisdiction of the Surviving Partnership (the "Surviving Partnership") is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Preston Court Limited Partnership	Florida	TBD

2. The name and jurisdiction of the Merging Partnership (the "Merging Partnership") is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Preston Court Limited Partnership	Maryland	M02214005

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

a. The Registered Agent, the address of the registered office, the General Partner and Limited Partner(s) of the Surviving Partnership shall be as appears in the Certificate of Limited Partnership of the Surviving Partnership as of the effective date of this agreement.

b. The Certificate of Limited Partnership and Agreement of Limited Partnership of the Surviving Partnership in effect on the Effective Date (defined below) shall be the Certificate of Limited Partnership and Agreement of Limited Partnership of the Surviving Partnership until they shall be altered, amended or repealed.

c. The entity and person who, on the Effective Date, constitute the General Partner and Limited Partner of the Surviving Partnership shall be the partners constituting the Surviving Partnership.

d. When this agreement is approved and filed, the separate existence of the Merging Partnership shall cease, the Merging Partnership shall be merged into the Surviving Partnership, and the Surviving Partnership shall continue unaffected and

unimpaired by the merger and shall possess all of the rights and privileges and shall be subject to all the restrictions, disabilities and duties of each of the constituent partnership so merged. All rights of creditors and all liens on the property of the constituent partnership shall be preserved unimpaired, and all debts, liabilities and duties of the constituent partnership shall then attach to the Surviving Partnership and may be enforced against it to the same extent as if those debts, liabilities and duties had been incurred or contracted by it.

4. The manner and basis of converting interests of the constituent partnership shall be as follows:

a. On the Effective Date, the General Partner's interest and Limited Partner's interest of Preston Court Limited Partnership, held immediately before the Effective Date (100% total), by virtue of the merger and without any action on the part of the partners, shall be converted into the same General Partner and Limited Partner interests of the Surviving Partnership.

b. Upon the Effective Date, the books of the Merging Partnership shall be closed.

5. The Merging Partnership and the Surviving Partnership shall each take all appropriate action to comply with the applicable laws of the State of Florida and State of Maryland in connection with the contemplated merger.

This agreement is made pursuant to and shall be construed under the laws of the State of Florida.

IN WITNESS WHEREOF, the Merging Partnership and the Surviving Partnership acting through their duly authorized representatives, have signed this Plan and Agreement of Merger which is to be effective as of the close of business on December 31, 2019, the Effective Date of the Articles of Merger to which this Plan and Agreement is attached (the "Effective Date").

Surviving Partnership:

PRESTON COURT
LIMITED PARTNERSHIP
A Florida limited partnership

By: 

Neil M. McMahon as President of
CAPITAL PARTNERS FL 2, INC.
Its: General Partner

Date: 12/19/19

Merging Partnership:

PRESTON COURT
LIMITED PARTNERSHIP
A Maryland limited partnership

By: 

Neil M. McMahon as Managing Director
and President of CAPITAL PARTNERS,
INCORPORATED

Its: General Partner

Date: 12/19/19