

FROM : FLORIDA FILING

FAX NO : 8502160450

Sep. 07 2010 12:37PM P1/6

Division of Corporations

Page 1 of 1

Florida Department of State

Division of Corporations

Electronic Filing Cover Sheet

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MERGER OR SHARE EXCHANGE

Saenger Theatre Partnership, Ltd.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$113.75

\$157.50

T. CLINE

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EXAMINER

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FAX NO. : 8502160460

Sep. 07 2010 12:37PM P2/6

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Saenger Theatre Partnership, Ltd.
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Leslie Smith
Contact Person

Thompson & Knight LLP
Firm/Company

393 Clay Street, Suite 3300
Address

Houston, TX 77002
City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Leslie Smith
(Name of Contact Person)

at (713) 653.8804
(Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$52.50

STREET ADDRESS:
Registration Section
Division of Corporations
Chilton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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Sep. 07 2010 12:37PM P3/6

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**Certificate of Merger
For
Florida Limited Partnership or Limited Liability Limited Partnership**

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

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Saenger Theatre Partnership, Ltd.</u>	<u>Florida</u>	<u>Limited Partnership</u>
<u>Saenger Theatre Partnership, Ltd.</u>	<u>Texas</u>	<u>Limited Partnership</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Saenger Theatre Partnership, Ltd.</u>	<u>Texas</u>	<u>Limited Partnership</u>

THIRD: The date the merger is effective under the governing laws of the

surviving party is: September 7, 2010

(NOTE: If survivor is a Florida limited partnership or limited liability limited partnership, effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State. If survivor is not a Florida limited partnership or limited liability limited partnership, effective date shall be as provided in survivor's governing statute.)

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

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Sep. 07 2010 12:37PM P4/6

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FIFTH: If the surviving party is a foreign organization not qualified to transact business in this state, the street address and mailing address of an office which the Florida Department of State may use for the purposes of s. 620.2109(2), F.S., are as follows:

Street address: 1800 Post Oak Blvd., 8 Blvd. Place, Suite 450
Houston, Texas 77058

Mailing address: 1800 Post Oak Blvd., 8 Blvd. Place, Suite 450
Houston, Texas 77058

SIXTH: Other provisions, if any, relating to the merger:

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FAX NO. : 8502160450

Sep. 07 2010 12:37PM P5/6

H 1 0 0 0 0 1 9 8 5 0 7

SEVENTH: Signature(s) for Each Party:

(Merger must be signed by all general partners of Florida limited partnerships or limited liability limited partnerships and by the authorized representative of each other party.)

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
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Signatures attached.

_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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Fees: Filing Fee: \$52.50 Per Party
Certified Copy: \$52.50 (Optional)
Certificate of Status: \$8.75 (Optional)

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Sep. 07 2010 12:38PM P6/6

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SIGNATURE PAGE ATTACHMENT TO
CERTIFICATE OF MERGER
OF
SAENGER THEATRE PARTNERSHIP, LTD.
(a Florida limited partnership)
INTO
SAENGER THEATRE PARTNERSHIP, LTD.
(a Texas limited partnership)

SAENGER THEATRE PARTNERSHIP, LTD., a Florida limited partnership

By: Saenger Associates, its general partner

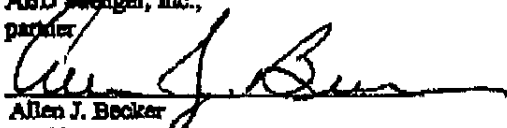
By: ABD Saenger, Inc.,
partnerBy: Name: Allen J. Becker
Title: President

By: Saenger Management, L.L.C., its general partner

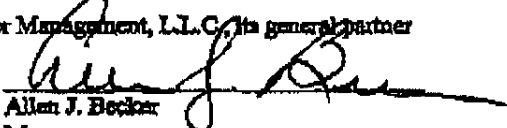
By: Name: Allen J. Becker
Title: Manager

SAENGER THEATRE PARTNERSHIP, LTD., a Texas limited partnership

By: Saenger Associates, its general partner

By: ABD Saenger, Inc.,
partnerBy: Name: Allen J. Becker
Title: President

By: Saenger Management, L.L.C., its general partner

By: Name: Allen J. Becker
Title: Manager

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