

# A22025

**Gamble Hartshorn Johnson Co. LPA**  
**ATTORNEYS AT LAW**

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Of Counsel:  
Thomas S. Baker, Jr.

April 14, 2000

**ATTORNEY WORK PRODUCT**  
**PRIVILEGED AND CONFIDENTIAL**

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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-04/18/00--01062--001  
\*\*\*\*130.00 \*\*\*\*130.00

Re: Articles of Merger  
The Falls Properties I, Ltd. (A22025)  
The Falls Properties III, Ltd. (A22023)  
The Falls Properties I, Ltd. - LLC not qualified

Gentlepersons:

Enclosed please find the original and one copy of the Articles of Merger regarding the above-referenced entities. Also enclosed is our check in the amount of \$130.00 for the filing fee. Kindly file the original and return a stamped copy to me in the enclosed self-addressed, stamped envelope.

Thank you for your attention to this matter and should you have any questions, do not hesitate to contact me.

Very truly yours,

James H. Bownas

Name	
Availability	
Document Examiner	DCC
Updater JHB:caj	DCC
Enclosures	
Register	DCC
Admission	DCC
W. P. Verifier	DCC

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00 APR-18 PM 4:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8 pages

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Of Counsel:  
Thomas S. Baker, Jr.

May 8, 2000

Florida Department of State  
Division of Corporations  
Attention: Ms. Diane Cushing  
P O Box 6327  
Tallahassee, Florida 32314

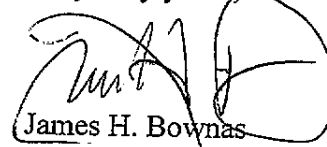
Re: The Falls Properties

Dear Ms Cushing:

Thank you for your letter dated April 25. A copy is enclosed for your convenience. Also enclosed are copies of annual reports submitted to reinstate the two Florida partnerships referred to in your letter. If the partnerships have now been reinstated, please accept this resubmission of the enclosed Articles of Merger.

Please contact the undersigned if there is any problem with this resubmission. Thank you very much for your assistance.

Very truly yours,



James H. Bownas

JHB/bhs



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

April 25, 2000

JAMES H. BOWNAS  
C/O GAMBLE HARTSHORN JOHNSON CO. LPA  
ONE EAST LIVINGSTON AVENUE  
COLUMBUS, OH 43215-5700

SUBJECT: THE FALLS PROPERTIES

We have received your document for THE FALLS PROPERTIES and your check(s) totaling \$130.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are returning the attached document because both of the limited partnership are inactive. We can not file a merger unless they are active. Therefore, I sending you a refund application for you to complete.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 100A00022652

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

THE FALLS PROPERTIES I, LTD., (A22025) A FLORIDA LIMITED  
PARTNERSHIP and THE FALLS PROPERTIES III, LTD., (A22023) A FLORIDA  
LIMITED PARTNERSHIP

INTO

**THE FALLS PROPERTIES I, LTD., AN OHIO LIMITED LIABILITY COMPANY,**  
corporation not qualified in Florida.

File date: April 18, 2000

Corporate Specialist: Diane Cushing

## ARTICLES OF MERGER

The undersigned, the authorized agent of The Falls Properties I, Ltd., a limited partnership ("Falls I"), of The Falls Properties III, Ltd., a Florida limited partnership ("Falls III") and of The Falls Properties I, Ltd., an Ohio limited liability company ("Surviving Entity"), hereby certifies as follows.

Falls I and Falls III have merged with and into the Surviving Entity, which is an Ohio limited liability company not authorized to transact business in Florida.

(a) A true and accurate copy of the plan of merger is attached hereto and captioned Agreement of Merger.

(b) The plan of merger was approved by each Florida limited partnership in accordance with the applicable provisions of Chapter 620, OFS.

(c) Omitted intentionally; not applicable.

(d) Omitted intentionally; not applicable.

(e) The plan of merger was approved by each other business entity in accordance with the laws of the jurisdiction of its formation.

(f) The merger shall be effective on April 18, 2000.

(e) The surviving entity is a limited liability company formed under the laws of the State of Ohio.

(1) Its principal office in the State of Ohio is:

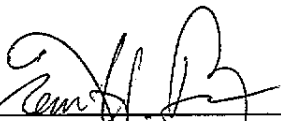
Attention James H. Bownas  
One East Livingston Avenue  
Columbus, Ohio 43215-5700

(2) It shall be deemed to have appointed, and does hereby appoint, the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting partners of each Florida limited partnership that is a party to this merger.

(3) The surviving entity has agreed to pay promptly to the dissenting partners of each Florida limited partnership that is a party to this merger the amount, if any, to which they are entitled under Section 620.205, OFS.


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE FALLS PROPERTIES I, LTD.  
a Florida limited partnership

By:   
James H. Bownas, Vice President  
of its general partner

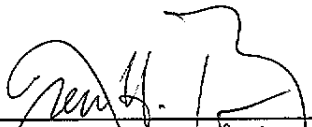
April 17, 2000

THE FALLS PROPERTIES III, LTD.,  
a Florida limited partnership

By:   
James H. Bownas, Vice President  
of its general partner

April 17, 2000

THE FALLS PROPERTIES I, LTD., an  
Ohio limited liability company

By:   
James H. Bownas, sole member

April 17, 2000

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## AGREEMENT OF MERGER

This Agreement is made and entered into at Columbus, Ohio this 17<sup>th</sup> day of April, 2000, by and among THE FALLS PROPERTIES I, LTD., a Florida limited partnership (hereinafter referred to as "Falls I"), THE FALLS PROPERTIES III, LTD., a Florida limited partnership (hereinafter referred to as "Falls III") and THE FALLS PROPERTIES I, LTD., an Ohio limited liability company (hereinafter referred to as the "Surviving Entity").

In accordance with the laws of the State of Ohio and the laws of the State of Florida, the parties hereby agree as follows:

1. Falls I and Falls III are hereby merged with and into the Surviving Entity. Falls I and Falls III, as they existed prior to the effective date of this document, hereby cease to exist and all assets, tangible and intangible, and liabilities of either of them are now assets and liabilities of the Surviving Entity.

2. Baron Falls Management, LLC, an Ohio limited liability company and the sole general partner of Falls I and Falls III, and The Falls Acquisition I, Ltd., an Ohio limited liability company and the sole limited partner of Falls I and Falls III, have executed this Agreement for the purpose of acknowledging their respective consents to the transactions contemplated hereby. The Falls Acquisition I, Ltd. further hereby waives the receipt of any interest in the surviving entity, and consents to the cancellation of its interests in Falls I and Falls III.

3. The name of the surviving entity shall be The Falls Properties I, Ltd..

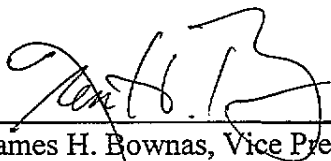
4. The surviving entity shall operate under the same Articles of Organization as governed it prior to this merger and the management of the surviving entity shall remain unchanged as a result of the transactions contemplated by this Agreement.

5. This Agreement shall be effective upon April 17, 2000.

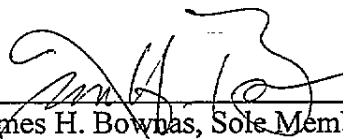
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CLERK OF COURT  
TAL LAI ASSOCIATES, P.C.

IN WITNESS WHEREOF, this Agreement has been entered into on the date first set forth above.

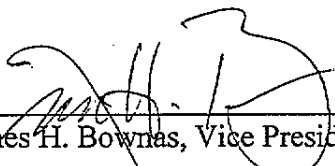
THE FALLS PROPERTIES I, LTD., a Florida  
limited partnership  
By its General Partner, Baron Falls Management,  
LLC, an Ohio limited liability company

By:   
James H. Bownas, Vice President

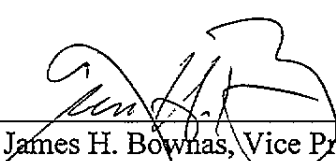
THE FALLS PROPERTIES I, LTD., an Ohio  
limited liability company

By:   
James H. Bownas, Sole Member

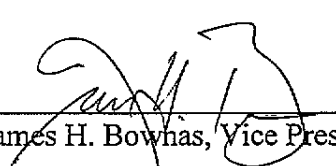
BARON FALLS MANAGEMENT, LLC, an  
Ohio limited liability company

By:   
James H. Bownas, Vice President

THE FALLS PROPERTIES III, LTD., a Florida  
limited partnership  
By its General Partner, Baron Falls Management,  
LLC, an Ohio limited liability company

By:   
James H. Bownas, Vice President

THE FALLS ACQUISITION I, LLC., an  
Ohio limited liability company

By:   
James H. Bownas, Vice President

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