

A. HANLEY
JAN 21 1955

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 01/17/2025

****WALK IN****

ENTITY NAME MARK GILBERT AND JUDITH R. GRAND FAMILY LIMITED PARTNERSHIP

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXXXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$157.50

ACCOUNT #: 120160000072

S. R. H

Please call Tina at the above number for any issues or concerns. Thank you so much!

FILED
2025 JAN 17 AM 11:30

ARTICLES OF MERGER

Pursuant to the applicable provisions of the Missouri Uniform Limited Partnership Law, as amended from time to time (the "MULPL"), specifically, Section 359.165 of the MULPL, the undersigned, desiring to effect a merger, hereby state that:

1. **Parties.** The constituent limited partnerships to the merger are:

(a) Grand Limited Partnership (Missouri Charter Number: LP0010108) is a limited partnership organized under the laws of Missouri on January 31, 1998.

(b) Mark Gilbert and Judith R. Grand Family Limited Partnership (Florida Document Number: A2500000020) is a limited partnership organized under the laws of Florida on January 13, 2025.

2. **Adoption of Plan of Merger.** A Plan of Merger has been approved, adopted, certified, executed, and acknowledged by the partners of each of the constituent limited partnerships as required by Section 359.165 of the MULPL and the applicable provisions of the Florida Revised Uniform Limited Partnership Act of 2005, as amended from time to time.

3. **Surviving Limited Partnership.** The name of the surviving limited partnership is Mark Gilbert and Judith R. Grand Family Limited Partnership, a Florida limited partnership.

4. **No Amendments to Certificate of Limited Partnership of the Surviving Limited Partnership.** There are no amendments to the Certificate of Limited Partnership of the surviving limited partnership. The Certificate of Limited Partnership of the surviving limited partnership shall be the Certificate of Limited Partnership of the surviving limited partnership.

5. **Plan of Merger.** The executed Plan of Merger is on file at the principal place of business of the surviving limited partnership, at 354 Spyglass Way, Jupiter, FL 33477. The surviving limited partnership will furnish a copy of the Plan of Merger, on request and without cost, to any partner of any constituent limited partnerships listed in Section 1 of these Articles of Merger.

6. **Effective Date.** The merger shall be effective on the date these Articles of Merger are filed by the Secretary of State of the State of Missouri.

7. **Covenants of Surviving Foreign Limited Partnership.** The surviving limited partnership agrees that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Missouri:

(a) The surviving limited partnership may be served with process in the State of Missouri, in any proceeding based upon any cause of action against any constituent limited partnership organized under the laws of the State of Missouri arising in the State of Missouri before the issuance of a certificate of merger and in any proceeding for the enforcement of the rights of a dissenting partner of any constituent limited partnership organized under the laws of the State of Missouri against the surviving limited partnership.

(b) The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving limited partnership to accept service of process in any such proceeding and the address to which the service of process in any such proceeding shall be mailed is 354 Spyglass Way, Jupiter, FL 33477, Attn: M. Gilbert Grand and Judith R. Grand.

(c) The surviving limited partnership will promptly pay to the dissenting partners of any constituent limited partnership organized under the laws of the State of Missouri the amount, if any, to which they shall be entitled under the provisions of the MULPL with respect to the rights of dissenting partners.

8. **Permitted Merger.** The Merger is permitted by the jurisdiction of organization of the surviving limited partnership and is in compliance therewith.

[SIGNATURE PAGE FOLLOWS]

The undersigned parties hereby execute this Certificate of Merger as of the Effective Date, and understand that false statements made in this filing are subject to the penalties provided under § 575.040, RSMo.

GRAND LIMITED PARTNERSHIP,
a Missouri limited partnership

By: M. Gilbert Grand
M. Gilbert Grand, as Trustee of the M. Gilbert
Grand Revocable Living Trust, as General
Partner

By: Judith R. Grand
Judith R. Grand, as Trustee of the Judith Reich
Grand Revocable Living Trust, as General
Partner

MARK GILBERT AND JUDITH R. GRAND
FAMILY LIMITED PARTNERSHIP,
a Florida limited partnership

By: M. Gilbert Grand
M. Gilbert Grand, as Trustee of the M. Gilbert
Grand Revocable Living Trust, as General
Partner

By: Judith R. Grand
Judith R. Grand, as Trustee of the Judith Reich
Grand Revocable Living Trust, as General
Partner

Name and address to return filed document:

Mark Gilbert and Judith R. Grand Family Limited Partnership
354 Spyglass Way
Jupiter, FL 33477
Attention: M. Gilbert Grand and Judith R. Grand

CERTIFICATE OF SURVIVING FOREIGN LIMITED PARTNERSHIP

Pursuant to Section 359.165(6) of the Missouri Uniform Limited Partnership Law, as amended from time to time ("MULPL"), MARK GILBERT AND JUDITH R. GRAND FAMILY LIMITED PARTNERSHIP, a Florida limited partnership and the surviving limited partnership of the Merger (the "Surviving Limited Partnership"), agrees that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Missouri:

(a) The Surviving Limited Partnership may be served with process in the State of Missouri in any proceeding based upon any cause of action against any constituent limited partnership organized under the laws of the State of Missouri arising in the State of Missouri before the issuance of a certificate of merger and in any proceeding for the enforcement of the rights of a dissenting partner of any constituent limited partnership organized under the laws of the State of Missouri against the Surviving Limited Partnership.

(b) The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the Surviving Limited Partnership to accept service of process in any such proceeding and the address to which the service of process in any such proceeding shall be mailed is 354 Spyglass Way, Jupiter, FL 33477, Attn: M. Gilbert Grand and Judith R. Grand.

(c) The Surviving Limited Partnership will promptly pay to the dissenting partners of any constituent limited partnership organized under the laws of the State of Missouri the amount, if any, to which they shall be entitled under the provisions of the MULPL with respect to the rights of dissenting partners.

The undersigned General Partners hereby execute this Certificate of Surviving Foreign Limited Partnership as of the date first written above.

MARK GILBERT AND JUDITH R. GRAND
FAMILY LIMITED PARTNERSHIP,
a Florida limited partnership

By: 

M. Gilbert Grand, as Trustee of the M. Gilbert
Grand Revocable Living Trust, as General
Partner

By: 

Judith R. Grand, as Trustee of the Judith Reich
Grand Revocable Living Trust