

A31025

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

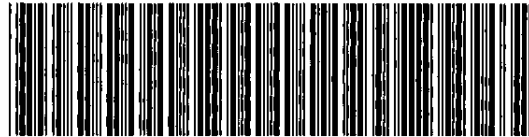
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800267866428

01/02/15--01034--028 \*\*157.50

FILED  
JAN 20 PM 3:55  
FALLS CHURCH, VIRGINIA

*Morgan*

JAN 23 2015

R. WHITE



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 8, 2015

JOHN A. PANYKO  
323 E ROMANA ST  
PENSACOLA, FL 32502

SUBJECT: U.I.L. FAMILY LIMITED PARTNERSHIP  
Ref. Number: A31025

We have received your document for U.I.L. FAMILY LIMITED PARTNERSHIP and your check(s) totaling \$157.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of merger for Florida limited partnerships must be filed under Florida Stute 620.2108 and 620.2109. The wrong statute number was sited. Please make the correction in all appropriate places and resubmit.

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) 245-6050.

Rebekah White  
Regulatory Specialist II

Letter Number: 915A00000377

RECEIVED  
15 JAN 20 PM 12:20  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
**OF**  
**U.I.L. FAMILY LIMITED PARTNERSHIP**  
**AND**  
**C.C. FAMILY LIMITED PARTNERSHIP**

FILED  
15 JAN 20 PM 3:55  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

Pursuant to the provisions of Sections 620.2106, 620.2108, 620.2109 of the Florida Revised Uniform Limited Partnership Act, the undersigned limited partnerships adopt the following Articles of Merger for the purpose of merging C.C. Family Limited Partnership into U.I.L. Family Limited Partnership:

1. C.C. Family Limited Partnership is organized under the laws of the State of Florida, and the laws of such jurisdiction permit this merger.

2. U.I.L. Family Limited Partnership is organized under the laws of the State of Florida, and the laws of such jurisdiction permit this merger.

3. The following Plan of Merger was approved by the general and limited partners of U.I.L. Family Limited Partnership, a Florida Limited partnership and the surviving company, in the manner prescribed by the governing provisions of the Florida Revised Uniform Limited Partnership Act. The following Plan of merger was also approved by the approved by the general and limited partners of C.C. Family Limited Partnership, a Florida limited partnership, in the manner prescribed by the by the governing provisions of the Florida Revised Uniform Limited Partnership Act.

Merger. As soon as all of the following events shall have happened, viz.,

A. The Plan of Merger shall have been duly adopted and approved by the general and limited partners of U.I.L. Family Limited Partnership and C.C. Family Limited Partnership, in accordance with the Florida Revised Uniform Limited Partnership Act such facts shall have been certified thereon by the respective general partner under their respective seals; and

2. This Plan so adopted and certified shall have been signed, acknowledged and filed as required by the provisions of the laws of the State of Florida:

thereupon, C.C. Family Limited Partnership, shall be deemed to have been merged with and into U.I.L. Family Limited Partnership, which shall be the surviving company.

b. Terms and Conditions. On the effective date of the merger, the separate existence of C.C. Family Limited Partnership, shall cease, and U.I.L. Family Limited Partnership, shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of C.C. Family Limited Partnership, without the necessity for any separate transfer. U.I.L. Family Limited Partnership shall thereafter be responsible and liable for all of the liabilities and obligations of C.C. Family Limited Partnership and neither the rights of creditors or any liens on the property of C.C. Family Limited Partnership shall be impaired by the merger.

c. Conversion and Exchange of Partnership Interest. Upon the merger becoming effective, all general and limited partnership interests of C.C. Family Limited Partnership will be cancelled and no other new ownership interests of U.I.L. Family Limited Partnership shall be issued to its former general or limited partners. The general and limited partnership interest of both limited partnership are identical. Partnership interests in C.C. Family Limited Partnership shall be deemed

constructively converted into existing partnership interests in U.I.L. Family Limited Partnership.

d. Change in Articles of Limited Partnership. The Articles of Limited Partnership of U.I.L. Family Limited Partnership, as they presently exist shall continue to be the Articles of Limited Partnership following the effective date of the merger.

e. Changes in Limited Partnership Agreement. The Limited Partnership Agreement of U.I.L. Family Limited Partnership, as it presently exists shall continue to be the Limited Partnership Agreement of U.I.L. Family Limited Partnership, following the effective date of this merger.

f. Prohibited Transactions. None of the limited partnerships involved in this merger shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of their respective businesses, except to take any and all action necessary or appropriate to consummate this merger under the laws of the jurisdiction in which each corporation is organized.

g. Effective Date of the Merger. The effective time and date of this merger shall be 11:59 p.m. on December 31, 2014.

h. Further Instruments. From time to time, as and when requested by the limited partnerships involved in this merger, its former limited partners execute and deliver, or cause to be executed and delivered, all such deeds and

other instruments, will take or cause to be taken any further or other action as U.I.L. Family Limited Partnership, may deem necessary or desirable in order to vest in and confirm to U.I.L. Family Limited Partnership, title to and possession of all its properties, rights, privileges, powers and franchises, and otherwise to carry out the intent and purpose of this plan.

4. The outstanding partnership interests of U.I.L. Family Limited Partnership and C.C. Family Limited Partnership are as follows:

| <b><u>Limited Partnership</u></b> | <b><u>Outstanding</u></b> | <b><u>Class</u></b> | <b><u>Partners voted Approving Plan</u></b> |
|-----------------------------------|---------------------------|---------------------|---|
| U.I.L.Family Limited Partnership  | 100 percent               | Single              | Unanimous                                   |
| C.C. Family Limited Partnership   | 100 percent               | Single              | Unanimous                                   |

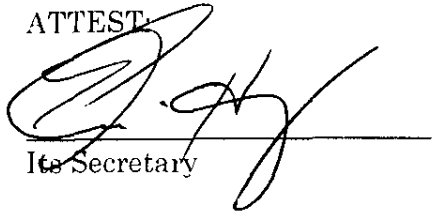
5. A copy of the Plan of Merger set forth in Article 3 above was delivered on December 29, 2014, to the general and limited partners of U.I.L. Family Limited Partnership and C.C. Family Limited Partnership, and such general and limited partners immediately thereafter unanimously approved such plan of merger (such voted sufficient for approval) and authorized the filing of these Articles of Merger with the Secretary of State of the State of Florida immediately upon execution.

Executed on behalf of the parties by their general partners, sealed by their corporate seals and acknowledged by their respective secretaries pursuant to the authorization of their respective Boards of Directors on this 29<sup>th</sup> day of December, 2014.

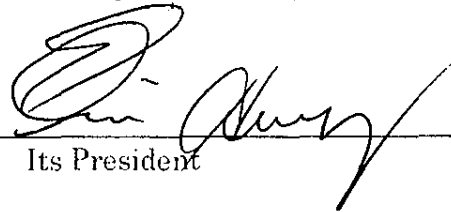
**U.I.L. FAMILY LIMITED PARTNERSHIP,**  
a Florida Limited Partnership

Henry Business Group, Inc,  
A Florida corporation, its general partner

ATTEST:

  
Its Secretary

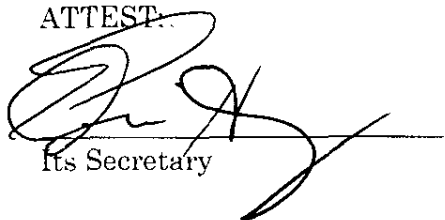
By:

  
Its President

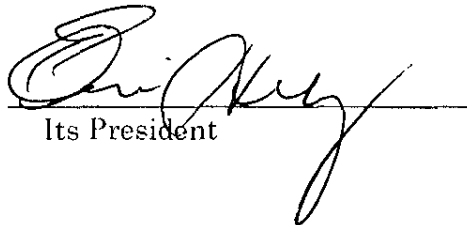
**C.C. FAMILY LIMITED PARTNERSHIP,**  
a Florida Limited Partnership

Henry Business Group, Inc.  
A Florida corporation, its general partner

ATTEST:

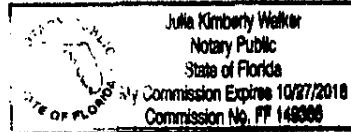
  
Its Secretary

By:

  
Its President

STATE OF FLORIDA            )  
COUNTY OF SANTA ROSA    )

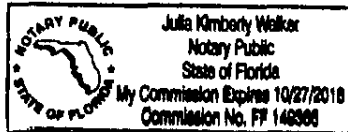
The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of December, 2014, by Edwin A. Henry, President of Henry Business Group, Inc. as the general partner of U.I.L. Family Limited Partnership, who is personally known to me or who has produced \_\_\_\_\_ as identification.



*Julia Kimberly Walker*  
NOTARY PUBLIC, State of Florida

STATE OF FLORIDA                     )  
COUNTY OF SANTA ROSA         )

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of December, 2014, by Edwin A. Henry, President of Henry Business Group, Inc. as the general partner of C.C. Family Limited Partnership, who is personally known to me or who has produced \_\_\_\_\_ as identification.



*Julia Kimberly Walker*  
NOTARY PUBLIC, State of Florida