

# A31115

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(Requestor's Name)

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(Address)

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(City/State/Zip/Phone #)

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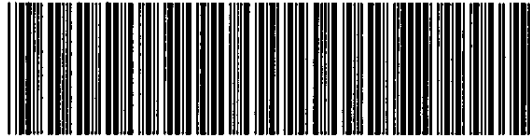
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEC 22 2015

A RAMSEY

**JOHN A. PANYKO**  
BOARD CERTIFIED TAX ATTORNEY

PHONE (850) 438-7272

FACSIMILE (850) 438-7224

December 14, 2015

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

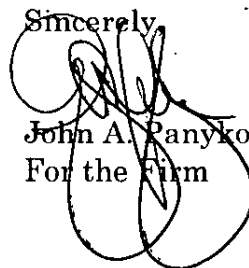
Ladies and Gentlemen:

Enclosed please find two (2) original copies of the Articles of Merger for The M & R Family Limited Partnership and The L.A. Family Limited Partnership

Enclosed please also find a check No. 612 in the amount of \$157.50 made payable to Florida Department of State in payment of the filing fee and for the return of a certified copy of the Articles of Merger to our office.

If you should have any questions or comments regarding this matter, please do not hesitate to contact me directly at your convenience.

Sincerely,



John A. Panyko  
For the Firm

Enclosures

12-31-15

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ARTICLES OF MERGER  
OF  
THE L.A. FAMILY LIMITED PARTNERSHIP  
AND  
THE M & R FAMILY LIMITED PARTNERSHIP

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TALLAHASSEE, 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 The M & R Family Limited Partnership into The L.A. Family Limited Partnership:

1. The M & R Family Limited Partnership is organized under the laws of the State of Florida, and the laws of such jurisdiction permit this merger.
2. The L.A. 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 The L.A. 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 general and limited partners of The M & R Family Limited Partnership, a Florida limited partnership, in the manner prescribed 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 The L.A. Family Limited Partnership and The M & R Family Limited Partnership, in accordance with the Florida Revised Uniform Limited Partnership Act and 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, The M & R Family Limited Partnership, shall be deemed to have been merged with and into The L.A.. Family Limited Partnership, which shall be the surviving company.

b. Terms and Conditions. On the effective date of the merger, the separate existence of The M & R Family Limited Partnership, shall cease, and The L.A. Family Limited Partnership, shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of The M&R Family Limited Partnership, without the necessity for any separate transfer. The L.A. Family Limited Partnership shall thereafter be responsible and liable for all of the liabilities and obligations of The M & R Family Limited Partnership and neither the rights of creditors or any liens on the property of The M & R 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 The M&R Family Limited Partnership will be cancelled and no other new ownership interests of The L.A. Family Limited Partnership shall be issued to its former general or limited partners. The general and limited partnership interests of both limited partnerships are identical. Partnership interests in The M & R Family Limited

Partnership shall be deemed constructively converted into existing partnership interests in The L.A. Family Limited Partnership.

d. Change in Articles of Limited Partnership. The Articles of Limited Partnership of The L.A. 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 The L.A. Family Limited Partnership, as it presently exists shall continue to be the Limited Partnership Agreement of The L.A. 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, 2015.

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 The L.A. Family Limited Partnership, may deem necessary or desirable in order to vest in and confirm to The L.A. 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 The L.A. Family Limited Partnership and The M & R Family Limited Partnership are as follows:

| <b>Limited<br/>Partnership</b>          | <b>Outstanding</b> | <b>Class</b> | <b>Partners voted<br/>Approving Plan</b> |
|---|--------------------|--------------|--|
| The L.A. Family<br>Limited Partnership  | 100 percent        | Single       | Unanimous                                |
| The M & R Family<br>Limited Partnership | 100 percent        | Single       | Unanimous                                |

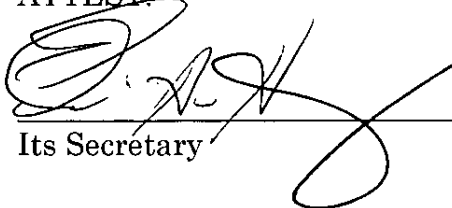
5. A copy of the Plan of Merger set forth in Article 3 above was delivered on December 1, 2015, to the general and limited partners of The L.A. Family Limited Partnership and The M & R Family Limited Partnership, and such general and limited partners immediately thereafter unanimously approved such plan 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.

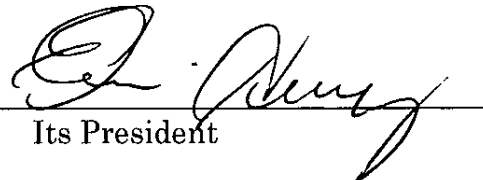
Executed on behalf of the parties by their general partners, sealed by their corporate seals and acknowledged by their respective secretaries pursuant to the authorization of their respective Boards of Directors on this 6<sup>th</sup> day of December, 2015.

**THE L.A. FAMILY LIMITED PARTNERSHIP,**  
a Florida Limited Partnership

Henry Investments, Inc.,  
A Florida corporation, its general partner

ATTEST:

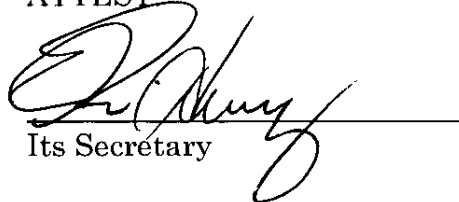
  
Its Secretary

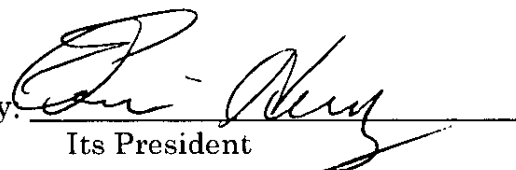
By:   
Its President

**THE M & R FAMILY LIMITED PARTNERSHIP,**  
a Florida Limited Partnership

Henry Investments, Inc.,  
A Florida corporation, its general partner

ATTEST:

  
Its Secretary

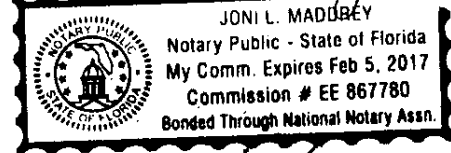
By:   
Its President

STATE OF FLORIDA                    )  
COUNTY OF SANTA ROSA        )

The foregoing instrument was acknowledged before me this 6 day of December, 2015, by Edwin A. Henry, President of Henry Investments, Inc. as the general partner of The L.A. Family Limited Partnership, who is personally known to me or who has produced \_\_\_\_\_ as identification.

*Joni L. Maddrey*  
NOTARY PUBLIC, State of Florida

STATE OF FLORIDA                    )  
COUNTY OF SANTA ROSA        )



The foregoing instrument was acknowledged before me this 6 day of December, 2015, by Edwin A. Henry, President of Henry Investments, Inc. as the general partner of The M & R Family Limited Partnership, who is personally known to me or who has produced \_\_\_\_\_ as identification.

*Joni L. Maddrey*  
NOTARY PUBLIC, State of Florida

