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Florida Department of State
Division of Corporations
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S. TALLENT

JUN 19 2018

**MERGER OR SHARE EXCHANGE
ANDRADE ASSOCIATES LIMITED PARTNERSHIP**

Certificate of Status	0
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June 18, 2018

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ANDRADE ASSOCIATES LIMITED PARTNERSHIP
53 ST. THOMAS DRIVE
PALM BEACH GARDENS, FL 33418

SUBJECT: ANDRADE ASSOCIATES LIMITED PARTNERSHIP
REF: A33476

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

IF A PARTNERSHIP IS THE SURVIVOR, THE NAME AND BUSINESS ADDRESS OF EACH GENERAL PARTNER IS REQUIRED.

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.

Susan Tallent
Regulatory Specialist II

FAX Aud. #: H18000179727
Letter Number: 118A00012620

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ANDRADE ASSOCIATES LIMITED PARTNERSHIP

Name of Surviving Party

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

Please return all correspondence concerning this matter to:

PETER R. RAY, ESQ.

Contact Person

COHEN NORRIS WOLMER RAY TELEPMAN COHEN

Firm/Company

712 U.S. HIGHWAY ONE, SUITE 400

Address

NORTH PALM BEACH, FL 33408

City, State and Zip Code

LR@FCOHENLAW.COM

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

For further information concerning this matter, please call:

PETER R. RAY

(Name of Contact Person)

at (**561**) **844-3600**

(Area Code and Daytime Telephone Number)

☐ Certified copy (optional) \$52.50

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

ARTICLES OF MERGER
of

**ANDRADE ASSOCIATES LIMITED PARTNERSHIP, a Florida limited partnership,
ANDRADE REALTY HOLDINGS, LLC, a Florida limited liability company,
GRISTMILL/MASTHEAD, LLC, a Florida limited liability company, and
WEBSTER & LANCASTER ASSOCIATES, LP, a Florida limited partnership**

The following Articles of Merger are submitted in accordance with the Florida Revised Limited Liability Act and the Florida Revised Uniform Limited Partnership Act of 2005.

FIRST: **ANDRADE ASSOCIATES LIMITED PARTNERSHIP, a Florida limited partnership,** is the Surviving Entity. *A33476*

SECOND: **ANDRADE REALTY HOLDINGS, LLC, a Florida limited liability company, GRISTMILL/MASTHEAD, LLC, a Florida limited liability company, and WEBSTER & LANCASTER ASSOCIATES, LP, a Florida limited partnership,** are the Merged Entities. *L04000019357 L15000135409 A150000001138*

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the partners of the Surviving Entity on June, 12, 2018.

SIXTH: The Plan of Merger was adopted Merged Entities on June 12, 2018 as follows: by the manager and members Andrade Realty Holdings, LLC and Gristmill/Masthead, LLC and by the partners of Webster & Lancaster Associates, LP.

SEVENTH: The Plan of Merger has been duly authorized by all action required by the laws of the State of Florida and by the (i) Certificates of Limited Partnership and Limited Partnership Agreements of Andrade Associates Limited Partnership and Webster & Lancaster Associates, LP and (ii) Articles of Organization and Operating Agreements of Andrade Realty Holdings, LLC and Gristmill/Masthead, LLC.

EIGHTH: The name of the General Partner of the Surviving Entity is Manuel S. Andrade and the name of the (i) Manager of Andrade Realty Holdings, LLC and Gristmill/Masthead, LLC and (ii) the General Partner of Webster & Lancaster Associates, LP, is Manuel S. Andrade Trust - 1988, all of which have a business address of 53 St. Thomas Dr., Palm Beach, Florida 33418.


[Signatures on following page]

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18 JUN 18 AM 10:57
CLERK OF THE COURT
JULIA A. HARRIS

IN WITNESS WHEREOF, these Articles of Merger have been executed by each of the constituent corporations, as of June 12, 2018.

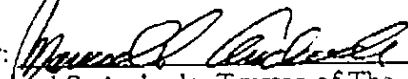
SURVIVING ENTITY:

ANDRADE ASSOCIATES LIMITED PARTNERSHIP

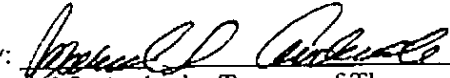
By: 
Manuel S. Andrade, General Partner

MERGED ENTITIES:

ANDRADE REALTY HOLDINGS, LLC

By: 
Manuel S. Andrade, Trustee of The
Manuel S. Andrade Trust – 1988 – Manager

GRISTMILL/MASTHEAD, LLC

By: 
Manuel S. Andrade, Trustee of The
Manuel S. Andrade Trust – 1988 – Manager

WEBSTER & LANCASTER ASSOCIATES, LP

By: 
Manuel S. Andrade, Trustee of The
Manuel S. Andrade Trust – 1988 – General Partner

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of June 12 2018 ("Agreement"), by and between **Andrade Associates Limited Partnership**, a Florida limited partnership (the "Surviving Entity"), and **Andrade Realty Holdings, LLC**, a Florida limited liability company ("ARH"), **Gristmill/Masthead, LLC**, a Florida limited liability company ("G/M"), and **Webster & Lancaster Associates, LP**, a Florida limited partnership ("W&L") (ARH, G/M and W&L is each herein referred to as a "Merged Entity" and are collectively referred to as the "Merged Entities")

ARTICLE I

THE MERGER

Section 1.01 The Merger. Articles of Merger (the "Articles of Merger") providing for the merger of the Merged Entities with and into the Surviving Entity (the "Merger") shall be duly prepared, executed and filed as promptly as practicable by the parties in accordance with the relevant provisions of the Florida Revised Uniform Limited Partnership Act of 2005 and the Florida Revised Limited Liability Company Act and the parties hereto shall take any other actions required by law to make the Merger effective.

Following the Merger, the Surviving Entity, with all its purposes, objects, rights, privileges, powers and franchises, shall continue, and each of the Merged Entities shall cease to exist. The Merger shall become effective on the later of (i) the date the Articles of Merger are filed with the Florida Department of State and (ii) the close of business on June 13, 2018. The time the Merger becomes effective is referred to herein as the "Effective Time."

Section 1.02 Effects of the Merger. The Merger shall have the effects set forth in the Florida Revised Uniform Limited Partnership Act of 2005.

Section 1.03 Directors. The general partner of the Surviving Entity immediately prior to the Effective Time shall continue to be the general partner of the Surviving Entity until his successor shall have been duly elected or appointed and shall have qualified or until his earlier death, resignation or removal in accordance with the Limited Partnership Agreement of the Surviving Entity.

Section 1.04 Conversion. At the Effective Time, by virtue of the Merger and without any action on the part of any person, each membership interest of ARH and G/M and each partnership interest of W&L shall be cancelled. Each membership interest of the Surviving Entity shall remain issued, outstanding and unchanged.

Section 1.05 Tax Consequences. It is intended that the Merger shall constitute an "assets over" transaction within the meaning Section 708 of the Internal Revenue Code of 1986, as amended (the "Code") and the regulations promulgated thereunder.

ARTICLE II

TERMINATION AND AMENDMENT

Section 2.01 Termination. This Agreement may be terminated at any time prior to the Effective Time by mutual consent of the Surviving Entity and the Merged Entities and the Surviving Entity.

Section 2.02 Amendment. This Agreement may be amended by the parties hereto at any time by an instrument in writing signed on behalf of each of the parties hereto.

ARTICLE III

MISCELLANEOUS

Section 3.01 Governing Law. This Agreement shall be governed and construed in accordance with the laws of the State of Florida.


Section 3.02 Expenses. Whether or not the Merger is consummated, all costs and expenses incurred in connection with this Agreement and the transactions contemplated hereby shall be paid by the party incurring such costs and expenses.

IN WITNESS WHEREOF, the SURVIVING ENTITY and the MERGED ENTITIES have each caused this Agreement to be signed by its respective general partner or manager, as the case may be, thereunto duly authorized as of the date first written above.


Andrade Associates Limited Partnership

By: 
Manuel S. Andrade, General Partner

Andrade Realty Holdings, LLC

By: 
Manuel S. Andrade, Trustee of The
Manuel S. Andrade Trust - 1988, Manager

Gristmill/Masthead, LLC

By: 
Manuel S. Andrade, Trustee of The
Manuel S. Andrade Trust - 1988, Manager

Webster & Lancaster Associates, LP

By: 
Manuel S. Andrade, General Partner