

A950000000371

Document Number Only

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660 East Jefferson Street
Tallahassee, FL 32301
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DATE: 5 / 16

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Corporation(s) Name

LEHMANN LAND DEVELOPMENT, LTD. A95-371
merging into LEHMANN ASSOCIATES LLC P44-68045
nonqual

☐ Profit
☐ Nonprofit

☐ Amendment

☒ Merger

☐ Foreign
☐ LLC

☐ Dissolution
☐ Withdrawal

☐ Mark

☐ Limited Partnership
☐ Reinstatement
☐ UCC ☐ 1 or ☐ 3

☐ UBR
☐ Fictitious Name

☐ Other
☐ Ch. RA

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TALLAHASSEE, FLORIDA

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5/16

***Special Instructions**

☐ Certified Copy

☐ Photocopies

☐ CUS

☐ arts/ameds/mergers ☐ Other-See Above

☒ Walk in

☒ Pick-up

☐ Will Wait

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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Please Return Filed Stamped
Copies To:

Jeffrey Butterfield

Thank You!

241/13

ARTICLES OF MERGER
Merger Sheet

MERGING:

LEHMANN LAND DEVELOPMENT, LTD. a Florida entity #A95000000371

INTO

LEHMANN ASSOCIATES LLC, corporation not qualified in Florida.

File date: May 16, 2000

Corporate Specialist: Lee Rivers

ARTICLES OF MERGER
of
LEHMANN LAND DEVELOPMENT, LTD.
(a Florida limited partnership)
into
LEHMANN ASSOCIATES LLC
(a Delaware limited liability company)

Pursuant to Section 620.203 of the
Florida Limited Partnership Laws

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TALLAHASSEE FLORIDA

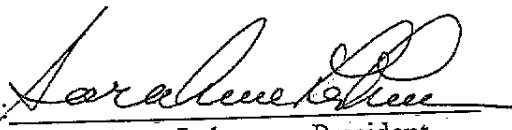
1. The constituent entities are LEHMANN LAND DEVELOPMENT, LTD. ("Lehmann"), a Florida limited partnership, and LEHMANN ASSOCIATES LLC (the "Company"), a Delaware limited liability company.
2. The surviving entity will be the Company, a Delaware limited liability company.
3. The attached Agreement and Plan of Merger meets the requirements of section 620.201 of the Florida Limited Partnership Laws, and was approved in accordance with Chapter 620 of the Florida Limited Partnership Laws.
4. The attached Agreement and Plan of Merger was approved by the Company in accordance with Section 18-209 of the Delaware Limited Liability Company Act.
5. The merger shall be effective upon the later to be filed of (i) these Articles of Merger with the Florida Department of State and (ii) Certificate of Merger with the Delaware Secretary of State.
6. The principal office of the Company is located at 910 Fifth Avenue, Apt. 11A, New York, New York 10021.
7. The Company hereby appoints the Florida Secretary of State as its agent for service of process in any proceeding to enforce any obligation or rights of any dissenting partners of Lehmann.

8. The Company agrees to pay the dissenting partners of Lehmann the amount, if any, to which they are entitled under section 620.205 of Florida State Limited Partnership Laws.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger as of the 12th day of May, 2000

LEHMANN LAND DEVELOPMENT, LTD.

By: Lehman Land Development, Inc.,
its General Partner

By: 
Sara Anne Lehmann, President

LEHMANN ASSOCIATES LLC

By: 
Sara Anne Lehmann, Manager

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TALLAHASSEE FLORIDA

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of May 12, 2000, by and between **LEHMANN LAND DEVELOPMENT, LTD.** a Florida limited partnership, (the "Partnership") and **LEHMANN ASSOCIATES LLC**, a Delaware limited liability company (the "LLC")

WITNESSETH:

WHEREAS, the Partners of the Partnership and the Members of the LLC have determined that it is in the best interests of their respective companies and their respective Partners and Members to consummate the transaction contemplated herein; and

WHEREAS, the LLC desires to acquire the Partnership in a merger (the "Merger") pursuant to which the Partnership will be merged with and into the LLC in accordance with the provisions of the Florida Limited Partnership Laws ("FLPL") and Delaware Limited Liability Company Act (the "DLLCA") and upon the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the mutual premises contained herein, the parties hereto hereby agree as follows:

1. The Merger.

1.1. Constituent Entities; Surviving Company. The names of the constituent entities are "Lehmann Land Development, Ltd." and "Lehmann Associates LLC" (collectively, the "Constituent Entities"). The Partnership will be merged with and into the LLC and the LLC, following the Merger, is hereinafter sometimes referred to as the "Surviving Company."

1.2. Equity Interests of the Constituent Entities. Lehmann Land Development, Inc. ("Lehmann") owns (i) 1% of the partnership interest of the Partnership and (ii) 1% of the membership interests of the LLC. Anne Lehmann 2000 Qualified Two Year Annuity Trust (the "Trust") owns (i) 99% of the partnership interest of the Partnership and (ii) 99% of the membership interest of the LLC.

1.3. Effective Time. The Merger shall be effective (the "Effective Time") upon the later to be filed of (i) a Certificate of Merger with the Delaware Secretary of State (the "Certificate") and (ii) Articles of Merger with the Florida Department of State (the "Articles"). Copies of the Certificate and the Articles are appended hereto as Exhibit A and Exhibit B and are expressly made part of this Agreement.

1.4. Effect of the Merger. At the Effective Time, the Partnership shall be merged with and into the LLC in accordance with the provisions of this Agreement, FLPL and DLLCA and the separate existence of the Partnership shall cease. The Surviving Company shall possess all the rights, privileges, immunities, powers and franchises of the Constituent Entities; all assets and property, real, personal and mixed, and all debts due on whatever account, and all choses in action and all and every other obligation or interest, of or belonging to or due each of the Constituent Entities shall be taken and deemed to be transferred to and vested in the Surviving

Company without further act or deed; and the Surviving Company shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Entities which may be enforced against it to the same extent as if such liabilities and obligations had been incurred or contracted by it.

1.5. Governing Documents; Certificate.

1.5.1. Governing Documents. The Certificate of Formation of the LLC shall be the Certificate of Formation of the Surviving Company.

1.5.2. Filing of Certificate. Concurrently with the closing of the Merger, the parties hereto shall cause the Certificate and the Articles respectively to be filed with the Delaware Secretary of State and with the Florida Department of State. Pursuant to Section 18-209 of the DLLCA and Section 620.203 of the FLPL, upon such filings the Merger shall be effected.

2. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Entities or any member or partners thereof, the respective capital accounts of Lehmann and the Trust in the Partnership shall be transferred to their respective capital accounts in the LLC and each partnership interest of the Partnership shall be cancelled without payment of any consideration therefor and the membership interests of the LLC shall remain unchanged in the hands of the holder thereof as the outstanding equity interests of the Surviving Company.

3. Management. The Management of the Surviving Company is vested in a Manager. The name of the Manager of the Surviving Company is Sara Anne Lehmann, in her individual capacity, and her business address is 910 Fifth Avenue, Apt. 11A, New York, New York 10021.

4. Miscellaneous.

4.1. Termination and Abandonment. This Agreement and the Merger may be terminated and abandoned by mutual agreement between the Partners and the Members of the parties hereto at any time prior to the Effective Time.

4.2. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original and all of which taken together shall constitute a single agreement.

4.3. Headings. The headings appearing in this Agreement are inserted only as a matter of convenience and for reference and in no way define, limit or describe the scope and intent of this Agreement or any of the provisions hereof.

4.4. Governing Law. This Agreement shall be governed by, and construed and enforced in accordance with, the laws of the State of Delaware without reference to its principles of conflict laws.

4.5. Entire Understanding; Amendment, Waiver, etc. This Agreement constitutes the entire understanding between the parties hereto with respect to the subject matter hereof and no

amendment, waiver or modification of the terms or provisions hereof shall be valid unless in writing signed by the party to be charged and only to the extent therein set forth.

IN WITNESS WHEREOF, each of the parties hereto has executed this Agreement as of the day and year first above written.

LEHMANN LAND DEVELOPMENT, LTD.

By: Lehman Land Development, Inc.
its General Partner

By: 
Sara Anne Lehmann, President

LEHMANN ASSOCIATES LLC

By: 
Sara Anne Lehmann, Manager

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EXHIBIT A

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CERTIFICATE OF MERGER
of
LEHMANN LAND DEVELOPMENT, LTD.
(a Florida limited partnership)
into
LEHMANN ASSOCIATES LLC
(a Delaware limited liability company)

Pursuant to Section 18-209 of the
Delaware Limited Liability Company Act

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TALLAHASSEE FLORIDA

1. The constituent entities are LEHMANN LAND DEVELOPMENT, LTD. ("Lehmann"), a Florida limited partnership, and LEHMANN ASSOCIATES LLC (the "Company"), a Delaware limited liability company.
2. An Agreement and Plan of Merger, dated as of May 12, 2000 (the "Agreement and Plan of Merger"), has been approved, adopted, certified, executed and acknowledged by each of Lehmann and the Company pursuant to which Lehmann will be merged with and into the Company.
3. The surviving entity will be the Company, a Delaware limited liability company.
4. The merger shall be effective upon the later to be filed of (a) this Certificate of Merger with the Delaware Secretary of State and (ii) Articles of Merger with the Florida Department of State.
5. The Agreement and Plan of Merger is on file at the offices of the Company located at 910 Fifth Avenue, Apt. 11A, New York, New York 10021.
6. A copy of the Agreement and Plan of Merger will be furnished by the Company, on request and without cost, to any partner of Lehmann or any member of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of
Merger as of the 12th day of May, 2000

LEHMANN ASSOCIATES LLC

By: _____
Sara Anne Lehmann, Manager

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EXHIBIT B

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ARTICLES OF MERGER
of
LEHMANN LAND DEVELOPMENT, LTD.
(a Florida limited partnership)
into
LEHMANN ASSOCIATES LLC
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LEHMANN LAND DEVELOPMENT, LTD.

By: Lehman Land Development, Inc.,
its General Partner

By: _____
Sara Anne Lehmann, President

LEHMANN ASSOCIATES LLC

By: _____
Sara Anne Lehmann, Manager

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