

# A95000000465

CSC  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

CONTACT: Sandy Mathis ext-1165

ACCOUNT #: 072100000032

REF#: 958210/05

AUTHORIZATION:

COST LIMIT: 105.00

*Patricia Pigato*

300003531373--0

ORDER DATE: 1/10/2001

ENTITY NAME: Dunbar Anderson Limited into  
Dunbar Anderson Limited, L.P.

• DOMESTIC FILING

FOREIGN FILING

☒ ARTICLES OF merger

----- CERTIFICATE OF LIMITED PARTNERSHIP

----- QUALIFICATION

----- CERTIFICATE OF LLC

----- ARTICLES OF AMENDMENT

*7 web sheet*

PLEASE RETURN

☒ STAMPED COPY

----- CERTIFIED COPY

----- CERTIFICATE OF GOOD STANDING

FILED  
01 JAN 10 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
01 JAN 10 AM 11:28  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*NK*

*1/10*

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

DUNBAR ANDERSON LIMITED, (A95000000465), a Florida limited partnership

INTO

**DUNBAR ANDERSON LIMITED, L.P.**, a New Jersey entity not qualified in  
Florida.

File date: January 10, 2001

Corporate Specialist: Buck Kohr

Account number: 072100000032

Amount charged: 105.00

**ARTICLES OF MERGER**

**OF**

**DUNBAR ANDERSON LIMITED, L.P.**  
a New Jersey Limited Partnership

**AND**

**DUNBAR ANDERSON LIMITED**  
a Florida Limited Partnership

01 JAN 10 PM 4:25  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A9500065

To Florida Department of State  
Division of Corporations:

It is hereby certified that:

FIRST: The constituent business entities participating in the merger herein certified are:

- (a) Dunbar Anderson Limited, L.P., a New Jersey Limited Partnership, with a principal office at 79 Rumson Road, Rumson, New Jersey 07760; and
- (b) Dunbar Anderson Limited, a Florida Limited Partnership, with a mailing address at 5726 Cortez Road West, Suite 347, Bradenton, Florida 34210.

SECOND: The exact name, street address of its principal office, jurisdiction and entity type of the surviving entity are as follows:

Dunbar Anderson Limited, L.P., a New Jersey limited partnership, with a principal office located at 79 Rumson Road, Rumson, New Jersey 07760.

THIRD: The attached Agreement and Plan of Merger meets the requirements of Section 620.201 of the Florida Revised Uniform Limited Partnership Act, and has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent business entities in accordance with the provisions of Section 620.203(1) of the Florida Revised Uniform Limited Partnership Act and N.J.S.A. 42:2A-73 of the New Jersey Uniform Limited Partnership Law.

FOURTH: The aforesaid surviving limited partnership hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners and/or members of the aforesaid constituent business entities that is a party to the merger.

FIFTH: The merger between the aforesaid constituent business entities shall be effective at the date and time at which a copy of these Articles of Merger are filed with the Department of State of the State of Florida pursuant to Section 620.203(1)(f) of the Florida Revised Uniform Limited Partnership Law.

SIXTH: The surviving entity agrees to pay the dissenting partners and/or members of each domestic limited partnership that is a party to this merger the amount, if any, to which they are entitled under Section 620.205 of the Florida Revised Uniform Limited Partnership Law.

SEVENTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

EIGHTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

Dated:

1/9/01

DUNBAR ANDERSON LIMITED

Barbara Todd

Barbara Todd, General Partner

Robert Mc Lean

Robert Mc Lean, General Partner

Dated:

1/9/01

DUNBAR ANDERSON LIMITED, L.P.

Barbara Todd

Barbara Todd, General Partner

Robert Mc Lean

Robert Mc Lean, General Partner

**AGREEMENT AND PLAN OF MERGER**

**OF**

**DUNBAR ANDERSON LIMITED, L.P.**  
a New Jersey Limited Partnership

**AND**

**DUNBAR ANDERSON LIMITED**  
a Florida Limited Partnership

**FILED**  
**01 JAN 10 PM 3:25**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIS AGREEMENT AND PLAN OF MERGER approved on December 27, 2000 by DUNBAR ANDERSON LIMITED, L.P., a limited partnership of the State of New Jersey, and by resolution adopted by its partners on said date, and approved on December 27, 2000 by DUNBAR ANDERSON LIMITED, a limited partnership of the State of Florida, and by resolution adopted by its partners on said date.

WHEREAS, Dunbar Anderson Limited, L.P., is a limited partnership of the State of New Jersey with its registered office therein located at 79 Rumson Road, Rumson, New Jersey 07760; and

WHEREAS, Dunbar Anderson Limited, is a limited partnership of the State of Florida with its mailing address therein located at 5726 Cortez Road West, Suite 347, Bradenton, Florida 34210; and

WHEREAS, Dunbar Anderson Limited, L.P. and Dunbar Anderson Limited and the respective partners thereof declare it advisable and to the advantage, welfare, and best interests of said business entities and their respective partners to merge Dunbar Anderson Limited with and into Dunbar Anderson Limited, L.P. pursuant to the provisions of the New Jersey Uniform Limited Partnership Law upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the general partners of Dunbar Anderson Limited and duly approved by a resolution adopted by the general partners of Dunbar Anderson Limited, L.P., the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Agreement set forth.

1. Dunbar Anderson Limited, L.P. and Dunbar Anderson Limited shall, pursuant to the provisions of the New Jersey Limited Partnership Act, be merged with and into a single limited partnership, to wit, Dunbar Anderson Limited, L.P., which shall be the surviving business entity from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving limited partnership", and which shall continue to exist as said surviving limited partnership under its present name pursuant to the provisions of the New Jersey Uniform Limited Partnership Law.

The separate existence of Dunbar Anderson Limited, which is sometimes hereinafter referred to as the "terminating partnership", shall cease at the said effective time and the surviving limited partnership shall become the owner, without any other transfer, of all the rights and property of the merging entities, and the surviving limited partnership shall become subject to all the debts and liabilities of the merging entities in the same manner as if the surviving limited partner had incurred them.

2. Each partner of the terminating limited partnership at the effective time of the merger shall become a partner of the surviving limited partnership. The names and addresses of the general partners of the surviving partnership are as follows:

Barbara Todd, 79 Rumson Road, Rumson, New Jersey 07760  
Robert Mc Lean, 870 U.N. Plaza, Apt. 16D, New York, New York 10017

3. The partnership interests of the terminating limited partnership shall, at the effective time of merger, be converted into partnership interests of the surviving limited partnership. The resulting percentage partnership interests of each partner in the surviving limited partnership shall be equal to the percentage partnership interest that each partner held in the terminating limited partnership.

Rights, if any, to acquire partnership interests of the terminating limited partnership shall not be convertible into rights to acquire interests in the surviving limited partnership, but additional interests in the surviving limited partnership may be acquired in accordance with the partnership agreement, if any, of said surviving partnership, or in accordance with applicable New Jersey law.

4. The surviving limited partnership shall be governed by the New Jersey Uniform Limited Partnership Law until such time, if any, as the partners unanimously consent to the adoption of a partnership agreement.

5. At such time that this Agreement of Merger shall have been fully adopted upon behalf of the terminating limited partnership and of the surviving limited partnership in accordance with the provisions of the New Jersey Uniform Limited Partnership Law, the said business entities agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of New Jersey, and that they will cause to be performed all necessary acts within the State of New Jersey and elsewhere to effectuate the merger herein provided for.

7. The partners of the terminating limited partnership and the partners of the surviving limited partnership are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger herein provided for.

8. The merger shall be effective immediately upon the filing of a Certificate of Merger with the Florida Department of State.

IN WITNESS WHEREOF, this Agreement of Merger is hereby signed upon behalf of each of the constituent corporations parties thereto.

Dated:

1/9/01

DUNBAR ANDERSON LIMITED

Barbara Todd  
Barbara Todd, General Partner

Robert Mc Lean  
Robert Mc Lean, General Partner

FILED  
01 JAN 10 PM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dated:

1/9/01

DUNBAR ANDERSON LIMITED, L.P.

Barbara Todd  
Barbara Todd, General Partner

Robert Mc Lean  
Robert Mc Lean, General Partner

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