

A98000001643

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

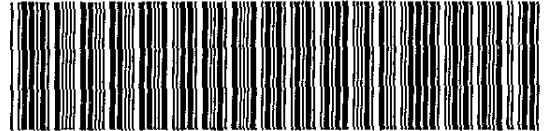
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



500025598835

EFFECTIVE DATE

12/31/03

12/18/03--01064--007 \*\*105.00

FILED  
2003 DEC 18 AM 9:07  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN DEC 30 2003

# STRAUSS & TROY

A Legal Professional Association

Founded in 1953

THE FEDERAL RESERVE BUILDING  
150 EAST FOURTH STREET  
CINCINNATI, OHIO 45202-4018

Telephone: 513-621-2120

Facsimile: 513-241-8259

[www.strauss-troy.com](http://www.strauss-troy.com)

NORTHERN KENTUCKY OFFICE  
50 EAST RIVERCENTER BOULEVARD  
SUITE 1400  
COVINGTON, KENTUCKY 41011

LUCIEN G. STRAUSS (1900-1982)  
ORVILLE A. TROY (1896-1967)  
KENNETH D. TROY (1918-1993)  
ALAN C. ROSSEER (1946-2001)

ANTHONY M. BARLOW  
MARSHALL K. DOSKER\*  
SHAWN M. YOUNG  
AUGUST T. JANSZEN\*  
PETE A. SMITH\*  
STEVEN F. STUHLBARG  
THOMAS P. GLASS\*  
MICHAEL A. RUSH, JR.\*  
MICHAEL B. STONER  
JOSEPH J. BRAUN  
STEPHANIE A. DILL  
LORI A. ROSS\*  
JEREMY A. HAYDEN\*  
MATTHEW R. CHASAR

- OF COUNSEL -  
SAMUEL M. ALLEN\*  
GORDON H. HOOD\*  
CHARLES G. ATKINS\*  
MITCHELL B. GOLDBERG  
LEON L. WOLF  
PAUL J. THEISSEN\*  
DIANE SCHNEIDERMAN  
CHARLES H. MELVILLE  
JOHN G. PARNELL  
PHILOMENA S. ASHDOWN

\*Also Admitted in Kentucky  
\*\*Also Admitted in Florida

MARK H. BERLIANT  
WILLIAM V. STRAUSS  
LARRY A. NEUMAN\*  
WILLIAM S. ABERNETHY, JR.  
THOMAS C. RINK  
FRANKLIN A. KLAINE, JR.\*  
WILLIAM R. JACOBS  
DANIEL H. DEMMERLE, II\*  
JAMES G. HELDMAN  
CHARLES J. POSTOW\*\*  
STUART C. BRINN\*  
MARTIN C. BUTLER\*  
R. GUY TAFT  
ANN W. GERWIN  
RICHARD S. WAYNE  
PAUL B. CALICO\*  
ANDREW M. SHOTT  
CLAUDIA G. ALLEN  
TIMOTHY B. THEISSEN\*  
WILLIAM K. FLYNN\*  
CHARLES C. ASHDOWN  
MARILYN J. MAAG  
THOMAS L. STACHLER

December 17, 2003

FEDERAL EXPRESS  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

EFFECTIVE DATE  
12/31/03

Re: Merger of Zipkin Associates, Ltd.  
A 98000001643

Dear Sir or Madam:

Enclosed please find the Articles of Merger and attached Plan of Merger whereby Zipkin Associates, Ltd., a Florida limited partnership is merged into Zipkin Associates Ltd., an Ohio limited partnership, with the Ohio limited partnership being the surviving entity. Also, enclosed is my firm's check for \$105 for payment of the filing fee.

You are authorized to call me collect at 513-621-2120 if there is any problem with filing the enclosed Articles of Merger and attached Plan of Merger.

Very truly yours,

STRAUSS & TROY

*Larry A. Neuman*

Larry A. Neuman

LAN:smk  
enclosure  
cc: Mr. Morris Zipkin  
418361\_1.DOC

FILED  
2003 DEC 18 AM 9:07  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
2003 DEC 18 AM 9:07  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Zipkin Associates, Ltd.</u>	<u>Florida</u>	<u>Limited Partnership</u>
<u>3400 North Ocean Drive, Apt. 607</u>		
<u>Rivera Beach, Florida 33404</u>		

Florida Document/Registration Number: A98000001643 FEI Number: 291-14-6221

2. <u>Zipkin Associates Ltd.</u>	<u>Ohio</u>	<u>Limited Partnership</u>
<u>2196 Bluegrass Lane</u>		
<u>Cincinnati, Ohio 45237</u>		

Florida Document/Registration Number: \_\_\_\_\_ FEI Number: 47-0935508

3. _____		
_____		
_____		
_____		
Florida Document/Registration Number: _____	FEI Number: _____	<b>EFFECTIVE DATE</b> <u>12/31/03</u>

4. _____		
_____		
_____		
_____		
Florida Document/Registration Number: _____	FEI Number: _____	

(Attach additional sheet(s) if necessary)

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Zipkin Associates Ltd.</u>	<u>Ohio</u>	<u>Limited Partnership</u>
<u>2196 Bluegrass Lane</u>		
<u>Cincinnati, Ohio 45237</u>		

Florida Document/Registration Number: \_\_\_\_\_ FEI Number: 47-0935508

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity 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 each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** 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.



f

ADOTPION OF PLAN OF MERGER

The undersigned, being all the general partners of Zipkin Associates, Ltd., a Florida limited partnership ("Zipkin- Fla."), hereby adopt the attached Plan of Merger to merge Zipkin-Fla. into Zipkin Associates Ltd., an Ohio Limited Partnership on December 5, 2003.

Morris A. Zipkin  
Morris A. Zipkin, General Partner

Alice Zipkin  
Alice Zipkin, General Partner

FILED  
2003 DEC 18 AM 9:07  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Zipkin Associates, Ltd.	Florida
Zipkin Associates Ltd.	Ohio

FILED  
2003 DEC 18 AM 9:07  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Zipkin Associates Ltd.	Ohio

**THIRD:** The terms and conditions of the merger are as follows:

See attached sheets identified as THIRD for additional terms and conditions.

*(Attach additional sheet(s) if necessary)*

**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

See attached sheet identified as FOURTH.

FILED  
2003 DEC 18 AM 9:07  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Neither entity pre-merger nor the surviving entity after the merger had or will have any outstanding right to acquire an interest, share, obligation or other securities.

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

**Name(s) and Address(es) of General Partner(s)**

Morris A. Zipkin  
2196 Bluegrass Lane  
Cincinnati, Ohio 45237

Alice Zipkin  
2196 Bluegrass Lane  
Cincinnati, Ohio 45237

If General Partner is a Non-Individual,

**Florida Document/Registration Number**



**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Not applicable.

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

None.

**EIGHTH:** Other provisions, if any, relating to the merger:

None.

FILED  
2009 DEC 18 AM 9:07  
CLERK OF COURTS  
TALLAHASSEE, FLORIDA

*(Attach additional sheet(s) if necessary)*

FILED  
2003 DEC 18 AM 9:07  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

### THIRD

1. Merger. Zipkin-Fla. shall be merged into Zipkin-Ohio, which shall survive the merger. Upon such merger, the separate existence of Zipkin-Fla. shall cease. The Plan of Merger attached hereto is made a part hereof and has been adopted by the general partners of Zipkin-Ohio and Zipkin-Fla.

2. Surviving Entity. The name of the surviving entity shall be Zipkin Associates Ltd., and it shall be an Ohio limited partnership. The purposes and the capital interests of the surviving limited partnership shall be as they appear in the *Limited Partnership Agreement*, as amended. The principal office of Zipkin-Ohio in Ohio shall be 2196 Blue Grass Lane, Cincinnati, Ohio 45237, Attn: Morris A. Zipkin.

3. Rights, Interests and Property. The surviving limited partnership, Zipkin-Ohio, shall become the owner without other transfer or further act or deed, of all the rights, interests and property of Zipkin-Fla.

4. Liabilities and Obligations. Zipkin-Ohio shall thenceforth be liable for all liabilities and obligations of Zipkin-Fla. to the same extent as Zipkin-Fla. was liable prior to the merger and any claim existing or action or proceeding pending by or against Zipkin-Fla. may be prosecuted as if the merger had not taken place, or Zipkin-Ohio may be substituted in the action.

5. Creditor's Rights. Neither the rights of creditors nor any liens on the property of Zipkin-Fla. or Zipkin-Ohio shall be impaired by the merger.

6. Limited Partnership Agreement. The *Limited Partnership Agreement* of Zipkin-Ohio shall not be amended by this document, but the *Limited Partnership Agreement* will be separately amended to reflect the merger of the limited partnership interests of each entity. The *Limited Partnership Agreement*, as amended, and as in effect on the effective date of this merger shall be the

governing instrument of Zipkin-Ohio until the same shall be altered, amended or repealed, or until a new Limited Partnership Agreement is adopted.

7. General Partner. There will be no change in the general partners of Zipkin-Ohio as a result of the merger. Morris A. Zipkin and Alice Zipkin shall remain the two general partners of Zipkin-Ohio and hereby agree to continue to serve as general partners by executing this Agreement and Plan of Merger on behalf of Zipkin-Ohio.

8. Manner and Basis of Converting Zipkin-Fla. Partnership Interests in to Zipkin-Ohio Partnership Interests.

(a) Zipkin-Fla. and Zipkin-Ohio have each appointed Morris A. Zipkin, as a representative to determine the adjusted net worth of its respective entity by first determining the fair market value of all assets, i.e. assets that are freely traded on a national exchange, and by adjusting the book value for fair market value for any depreciable assets, and then deducting any current or accrued liabilities from such assets. Since each partner of the two entities have identical proportionate interests in each entity, each partner will have the same proportionate interest in the surviving entity and by executing an amendment to the Limited Partnership Agreement will confirm their continuation as limited partners or general partners in Zipkin-Ohio.

(b) Forthwith upon the Effective Date of the Merger, each unit of limited partnership interest of Zipkin-Fla. and all rights in respect thereof shall be converted into limited partnership interests of Zipkin-Ohio in such a manner that after the merger each partner will have the same proportionate interest in Zipkin-Ohio as such partner had in Zipkin-Fla. and Zipkin-Ohio before the merger. The exchange of a Membership Interest of Zipkin-Fla. for a limited partnership interest of Zipkin-Ohio shall be reflected on the amended Schedule of Partnership Interests to the Limited Partnership Agreement of Zipkin-Ohio.

FILED  
2003 DEC 18 AM 9:07  
UNIONITE CORPORATIONS  
TALLAHASSEE, FLORIDA

9. Abandonment. This merger may be abandoned by the partners of Zipkin-Fla. and partners of Zipkin-Ohio at any time prior to the Effective Date of the Merger.

10. Effectiveness. This merger shall be effective on a date, (the "Effective Date of the Merger") which is the later of: (a) December 31, 2003, (b) the filing of Certificate of Merger with the Secretary of State of Ohio, or (c) the filing of the Certificate of Merger with Secretary of State of Florida.

FILED  
2003 DEC 18 AM 9:01  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

#### FOURTH

8. Manner and Basis of Converting Zipkin-Fla. Partnership Interests in to Zipkin-Ohio Partnership Interests.

(a) Zipkin-Fla. and Zipkin-Ohio have each appointed Morris A. Zipkin, as a representative to determine the adjusted net worth of its respective entity by first determining the fair market value of all assets, i.e. assets that are freely traded on a national exchange, and by adjusting the book value for fair market value for any depreciable assets, and then deducting any current or accrued liabilities from such assets. Since each partner of the two entities have identical proportionate interests in each entity, each partner will have the same proportionate interest in the surviving entity and by executing an amendment to the Limited Partnership Agreement will confirm their continuation as limited partners or general partners in Zipkin-Ohio.

(b) Forthwith upon the Effective Date of the Merger, each unit of limited partnership interest of Zipkin-Fla. and all rights in respect thereof shall be converted into limited partnership interests of Zipkin-Ohio in such a manner that after the merger each partner will have the same proportionate interest in Zipkin-Ohio as such partner had in Zipkin-Fla. and Zipkin-Ohio before the merger. The exchange of a Membership Interest of Zipkin-Fla. for a limited partnership interest of Zipkin-Ohio shall be reflected on the amended Schedule of Partnership Interests to the Limited Partnership Agreement of Zipkin-Ohio.

FILED  
2003 DEC 18 AM 9:07  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA