

A99000000508

JUL 30-20 13:18
DIVISION OF CORPORATIONS

JACK P. LOVING PLLC

954 764 1005 P.01/07
Page 1 of 2

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H15000184738 3)))



H150001847383ABC4

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : LOVING SCULLY LAW GROUP PLLC
Account Number : 070324003656
Phone : (954) 764-1005
Fax Number : (954) 764-1499

RECEIVED

15 JUL 30 PM 12:24

2015 JUL 30 AM 9:36

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.**

Email Address:

jack@lovingscully.com

MERGER OR SHARE EXCHANGE

Blackash Partners, Ltd.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$271.25

\$210.00

CC
Merger

JUL 31 2015

I ALBRITTON

H150001847383

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Blackash Partners, Ltd.

Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Jack Loving

Contact Person

Loving Scully Law Group PLLC

Firm/Company

1323 SE Third Ave

Address

Ft Lauderdale FL 33316

City, State and Zip Code

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

For further information concerning this matter, please call:

Jack Loving

(Name of Contact Person)

at (954) 764-1005

(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

H150001847383

H150001847383

FIFTH: If the surviving party is a foreign organization not qualified to transact business in this state, the street address and mailing address of an office which the Florida Department of State may use for the purposes of s. 620.2109(2), F.S., are as follows:

Street address:

N/A

Mailing address:

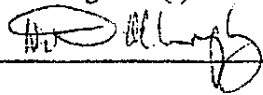
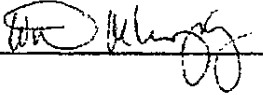
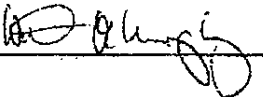
SIXTH: Other provisions, if any, relating to the merger:

H150001847383

H15001847383

SEVENTH: Signature(s) for Each Party:

(Merger must be signed by all general partners of Florida limited partnerships or limited liability limited partnerships and by the authorized representative of each other party.)

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Blackbush Partners, Ltd		<small>Witness to Merger as Partner of Blackbush Partners, Ltd.</small> General Partner
Blackthorn Partners, Ltd.		<small>Witness to Merger as Partner of Blackthorn Partners, Ltd.</small> General Partner
Blackash Partners, Ltd.		<small>Witness to Merger as Partner of Blackash Partners, Ltd.</small> General Partner

Fees: Filing Fees: \$52.50 Per Party
Certified Copy: \$52.50 (Optional)
Certificate of Status: \$8.75 (Optional)

H15001847383

H150001847383

AGREEMENT AND PLAN OF MERGER

This agreement and plan of merger is made and entered into by and among the following Florida limited partnerships (partnerships): Blackbush Partners, Ltd. (Blackbush); Blackthorn Partners, Ltd. (Blackthorn); and Blackash Partners, Ltd. (Blackash); and William M. Murphy, as a limited partner who own a majority of the rights to receive distributions as a limited partner in each of the partnerships at the time that this agreement and plan of merger consent is effective.

Whereas Blackbush, Blackthorn, and Blackash are all owned by the same partners in the same proportions;

Whereas, the parties wish to combine all three partnerships through a merger of Blackbush and Blackthorn into Blackash and in accordance with Fla. Stat. §620.2106; and

Whereas the parties intend for federal income and state tax purposes the merger will be treated pursuant to reg. sec. 1.708-1(c)(3)(i) as an assets-over form of merger whereby Blackbush and Blackthorn are treated as having contributed all their assets and liabilities to Blackash in exchange for an interest in Blackash and immediately thereafter Blackbush and Blackthorn distribute the interests in Blackash to their partners in liquidation of each.

Now therefore the parties agree that the Plan of Merger is as follows;

1. The name and form of each constituent organization to this Plan of Merger is;

- Blackbush Partners, Ltd., a Florida limited partnership
- Blackthorn Partners, Ltd., a Florida limited partnership
- Blackash Partners, Ltd., a Florida limited partnership

2. The surviving organization shall be Blackash Partners, Ltd., a Florida limited partnership.

3. The Article of Limited Partnership and the Agreement of Limited Partnership of Blackash Partners, Ltd., as such articles and agreement exist on the effective date of the merger shall continue in full force and effect as they shall not change or be amended by the merger.

4. The manner and basis for converting the partnership interests in each constituent merged Florida limited partnership into interests in the surviving Florida limited partnership, Blackash, is as follows: on the effective date of the merger all interests in Blackbush and in Blackthorn shall be cancelled by virtue of the merger and without any action on the part of any partners, and inasmuch as Blackbush, Blackthorn, and Blackash are all owned by the same partners in the same proportions, no interests in Blackash shall be issued and the partners in Blackash shall continue to own interests in the same proportion as owned prior to the merger.

5. All assets, rights, contracts, and privileges of Blackbush and of Blackthorn as they exist at the effective time of the merger shall pass to and vest in Blackash without any conveyance or other transfer. Blackash shall be responsible for all of the liabilities of every kind and description of Blackbush and of Blackthorn.

H150001847383

H150001847383

6. The "Effective Date" shall be the time at which a certificate of merger and other appropriate or required documents prepared and executed in accordance with the Florida Revised Uniform Limited Partnership Act of 2005 are filed with the Secretary of State of Florida. The merger shall have the effects set forth in Fla. Stat. §620.2109.

7. The parties intend for federal and applicable state income tax purposes that the merger will be treated as undertaking an assets-over form of merger described in Treas. reg. sec. 1.708-1(c)(3)(i)

Dated:

Blackbush Partners, Ltd.

By: 

William M. Murphy, as President of Blackpool Associates, Inc.,
General Partner

Blackthorn Partners, Ltd.

By: 

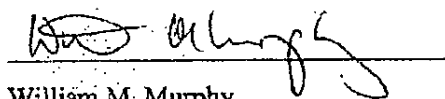
William M. Murphy, as President of Blackpool Associates, Inc.,
General Partner

Blackash Partners, Ltd.

By: 

William M. Murphy, as President of Blackpool Associates, Inc.,
General Partner

Pursuant to Fla. Stat. §620.2107 as the undersigned limited partner who owns a majority of the rights in all three partnerships to receive distributions as a limited partner at the time the consent is effective.



William M. Murphy

H150001847383