

HO LAN & Knight
Requester's Name
315 So. Calhoun St. Suite 100
Address
Tallahassee, FL 425-5675
City/State/Zip Phone #

B00000000329

FILED
00 DEC 28 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12/21/00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Westport Holdings PBG, limited Partnership # B00000000329
(Corporation Name) (Document #)
2. Westport Holdings PBG, LLC # L99000002961
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. 9 withheld 800003516178--7
(Corporation Name) (Document #) -12/28/00--01083--001
****\$655.00 ****\$163.75

- ☐ Walk in ☒ Pick up time 4:00 ☒ Certified Copy (2)
☐ Mail out ☐ Will wait ☐ Photocopy ☒ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☒ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

CF - 50.00
CMT - 113.75

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

WESTPORT HOLDINGS PBG, LLC, (L99000002961), a Florida LLC

INTO

WESTPORT HOLDINGS PBG, LIMITED PARTNERSHIP, a Delaware entity,
B00000000329

File date: December 28, 2000, effective December 31, 2000

Corporate Specialist: Buck Kohr

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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.

Article I

The name and jurisdiction of organization of each limited partnership and other business entity that is to merge are: Westport Holdings PBG, Limited Partnership, a limited partnership organized under the laws of Delaware and authorized to do business in the State of Florida (Document No. B00000000329); and Westport Holdings PBG, L.L.C., a limited liability company organized under the laws of Florida (Document No. L99000002961).

Article II

Westport Holdings PBG, Limited Partnership, a Delaware limited partnership authorized to transact business in Florida (Florida Document No. B00000000329), FEI # 65-1059082, shall survive the merger. Its principal office is located at 3801 PGA Boulevard, Suite 805, Palm Beach Gardens, Florida 33410.

Article III

The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and 620.201, Florida Statutes, and was approved by all parties to the merger in accordance with Chapters 607, 617.608, and 620, Florida Statutes.

Article IV

The surviving entity, Westport Holdings PBG, Limited Partnership, a Delaware limited partnership, retains its current registered agent, Lawrence L. Landry, 3801 PGA Boulevard, Suite 805, Palm Beach Gardens, Florida 33410, and also 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 partners of the limited partnership or members of the limited liability company that are parties to the merger.

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Article V

The surviving entity, Westport Holdings PBG, Limited Partnership, a Delaware limited partnership, agrees to pay any dissenting partners and/or member of each domestic limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under sections 607.1302, 620.205 and 608.4384, Florida Statutes.

Article VI

The surviving entity, Westport Holdings PBG, Limited Partnership, a Delaware limited partnership, has obtained the written consent of each member or person that as a result of the merger is now a general partner of the surviving entity pursuant to sections 607.1108(5), 608.4381(2), and 620.202(2), Florida Statutes.

Article VII

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.

Article VIII

The merger shall become effective as of December 31, 2000.

Article IX

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

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DATED this ____ day of December, 2000.

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TALLAHASSEE, FLORIDA

WESTPORT HOLDINGS PBG, Limited Partnership, a Delaware limited partnership by Westport Holdings La Posada, L.L.C., a Delaware limited liability company, as its sole general partner

RECEIVED DATE
12/21/00

By: Eric M. Bylin
Eric Bylin
As its: Secretary

WESTPORT HOLDINGS PBG, L.L.C., a Florida limited liability company

By: Eric M. Bylin
Eric Bylin
As its: Secretary

PLAN OF MERGER

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

1. The exact name and jurisdiction of each merging party are set forth in paragraph 1 of the attached Agreement of Merger.

2. The surviving entity is Westport Holdings PBG, Limited Partnership, a Delaware limited partnership.

3. The terms and conditions of the merger are set forth in the attached Agreement of Merger under "Terms", paragraphs 1 through 9.

4. 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 set forth in the attached Agreement of Merger under "Terms", paragraph 10.

4. 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 set forth in the attached Agreement of Merger under "Terms", paragraph 10.

5. The sole general partner of the surviving entity, WESTPORT HOLDINGS PBG, Limited Partnership, a Delaware limited partnership is Westport Holdings La Posada, L.L.C., a Delaware limited liability company authorized to transact business in Florida (Document # M00000002235). The principal address of the sole general partner is 3801 PGA Boulevard, Suite 805, Palm Beach Gardens, Florida 33410.

6. All statements that are required by the laws of the jurisdiction under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are set forth on the attached Agreement of Merger.

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AGREEMENT OF MERGER

Pursuant to Section 17-211 of the Delaware Revised Uniform Limited Partnership Act, Westport Holdings PBG, Limited Partnership, a Delaware limited partnership ("Westport Limited Partnership"), and Westport Holdings PBG, L.L.C., a Florida limited liability company (Westport LLC"), hereby execute this Agreement of Merger.

Background Information

Westport Senior Living Investment Fund, L.P. ("Westport Fund") is the sole member of Westport LLC. Westport LLC is developing retirement community in Palm Beach Gardens, Florida, known as La Posada.

Westport Fund also is the sole member of Westport Holdings La Posada, L.L.C., a Delaware limited liability company. Westport Holdings La Posada, L.L.C. is the sole general partner of Westport Limited Partnership. Westport Fund is the sole limited partner of Westport Limited Partnership.

The parties wish to effect a merger of Westport LLC with and into Westport Limited Partnership.

Terms

Therefore, the parties agree as follows:

1. Names and Jurisdictions. The name and jurisdiction of organization of each limited partnership and other business entity that is to merge are: Westport Holdings PBG Limited Partnership, a limited partnership organized under the laws of Delaware; and Westport Holdings PBG, L.L.C., a limited liability company organized under the laws of Florida.
2. Surviving Entity. Westport Holdings PBG Limited Partnership, a Delaware limited partnership, shall survive the merger as the Surviving Limited Partnership.
3. Access to Agreement. This Agreement of Merger shall be kept on file at the principal office of the Surviving Limited Partnership, at 3801 PGA Boulevard, Suite 805, Palm Beach Gardens, Florida 33410. A copy of this Agreement of Merger will be furnished by the Surviving Limited Partnership, on request and without cost, to any partner of Westport Limited Partnership, and any person holding an interest in Westport LLC.
4. Merger. The merger will become effective on December 31, 2000. On the effective date, Westport LLC shall be merged with and into Westport Limited

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Partnership. The separate existence of Westport LLC shall cease, and the business and affairs of Westport LLC shall continue in the Surviving Limited Partnership. The existence of Westport Limited Partnership shall continue unaffected and unimpaired by the merger, and as the Surviving Limited Partnership, Westport Limited Partnership shall continue to be governed by the laws of the State of Delaware.

5. Survival of Rights and Obligations. On the effective date of the merger, all of the rights, privileges, and powers of each of Westport Holdings PBG Limited Partnership, and Westport Holdings PBG, L.L.C. (together, the "Constituent Entities"), and all property, real, personal, and mixed, and all debts due to either of the Constituent Entities, as well as all other things and causes of action belonging to each of the Constituent Entities, shall be vested in the Surviving Limited Partnership, and shall thereafter be the property and obligations of the Surviving Limited Partnership as they were of each of the Constituent Entities. Title to all real property vested by deed or otherwise in either of the Constituent Entities shall not revert or in any way be impaired by reason of the merger, but all rights of creditors and all liens upon any property of either of the Constituent Entities shall be preserved unimpaired, and all debts, liabilities, and duties of each of the Constituent Entities shall thenceforth attach to the Surviving Limited Partnership, and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

6. Further Documents. From time to time after the effective date of the merger and when requested by the Surviving Limited Partnership or its legal representatives, successors, or assigns, the member, officers, and authorized representatives of Westport LLC in office immediately before the merger shall execute and deliver every deed and other instrument and shall take or cause to be taken every other action that is necessary to vest, perfect, or confirm, of record or otherwise, the Surviving Limited Partnership's title to and possession of the property, rights, privileges, powers, and franchises of Westport LLC and otherwise to carry out the purposes of this Agreement of Merger.

7. Certificate of Limited Partnership. The Certificate of Limited Partnership of Westport Limited Partnership, as in effect at the effective date, shall continue in full force and effect as the Certificate of Limited Partnership of the Surviving Limited Partnership.

8. Limited Partnership Agreement. The Limited Partnership Agreement of Westport Limited Partnership, as existing at the effective date of the merger, shall be the limited partnership agreement of the Surviving Limited Partnership.

9. General Partner. The sole general partner of the Surviving Limited Partnership at the effective date of the merger shall be Westport Holdings La Posada, L.L.C., a Delaware limited liability company.

10. Conversion of Interests. On the effective date of the merger, by virtue of the merger and without any further action on the part either of the Constituent Entities or any of their partners or members, the sole membership interest in Westport LLC, which is held by Westport Fund, shall be converted into one dollar (\$1.00) payable to Westport Fund. The general partnership interest in Westport Limited Partnership (held by Westport Holdings La Posada, L.L.C.) and the limited partnership interest in Westport Limited Partnership (held by Westport Fund) shall not be converted as a result of the merger, but shall continue as the sole general partnership interest and the sole limited partnership interest, respectively, in the Surviving Limited Partnership.

11. Approval. This Agreement of Merger has been approved on ____, 2000, by (a) Westport Fund, as the sole member of Westport LLC, (b) Westport Fund as the sole limited partner of Westport Limited Partnership, and (c) Westport Holdings La Posada, L.L.C., as the sole general partner of Westport Limited Partnership.

Executed this 24 day of Dec, 2000

WESTPORT HOLDINGS PBG, LIMITED
PARTNERSHIP, a Delaware limited
partnership, by Westport Holdings La
Posada, L.L.C., a Delaware limited liability
company, as its sole general partner,

By: [Signature]
Name: Lawrence L. Landry
As its: President

WESTPORT HOLDINGS PBG, L.C.C., a
Florida limited liability company

By: [Signature]
Name: Lawrence L. Landry
As its: President

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DEC 29 PM 2:51
STATE
FLORIDA

EFFECTIVE DATE
12/31/00