

Document Number Only

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-11/03/98-01058-020
*****70.00 *****17.50

C T Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

City

State

Zip

Phone

CORPORATION(S) NAME

900002676759-1
-10/30/98-01050-015
*****122.50 *****122.50

Fund HC, Inc

CF - \$17.50

Merged into:

AP - Adler Investment Fund L.P.

- ☐ Profit
☐ NonProfit
☐ Limited Liability Company
☐ Foreign

- ☐ Amendment
☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

- ☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership

- ☐ Annual Report
☐ Reservation

- ☐ Other
☐ Change of R.A.
☐ Fictitious Name

☒ Certified Copy

☐ Photo Copies

☐ CUS

- ☐ Call When Ready
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- ☐ After 4:30
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ARTICLES OF MERGER
Merger Sheet

MERGING:

FUND HC, INC., a Florida corporation (P97000100745)

INTO

AP-ADLER INVESTMENT FUND, L.P., a Delaware entity, B98000000567

File date: October 30, 1998

Corporate Specialist: Buck Kohr

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**ARTICLES OF MERGER
OF
FUND HC, INC.
INTO
AP-ADLER INVESTMENT FUND, L.P.**

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Dated as of October 31, 1998

The undersigned corporation formed and existing under and by virtue of the Florida Business Corporation Act, Florida Statutes § 607.0101, *et seq.* (the "Act"),

DOES HEREBY CERTIFY:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
Fund HC, Inc.	Florida
AP-Adler Investment Fund, L.P.	Delaware

SECOND: An Agreement and Plan of Merger (the "Plan of Merger") has been approved, adopted, certified, executed and acknowledged in accordance with Section 607.1108 of the Act and in accordance with Section 17-211 of the Delaware Uniform Limited Partnership Act by (i) FUND HC, INC., a Florida corporation (the "Florida Corporation"), and (ii) AP-ADLER INVESTMENT FUND, L.P., a Delaware limited partnership (the "Delaware Partnership"). A copy of the Plan of Merger is attached as Exhibit A hereto and incorporated herein by this reference. The Plan of Merger was approved by the sole director and sole shareholder of the Florida Corporation as of October 31, 1998 and by the partners of the Delaware Partnership as of October 31, 1998.

THIRD: The surviving entity of the merger is the Delaware Partnership. The business address of the Surviving Partnership is 1400 N.W. 107th Avenue, Miami, Florida 33172-1704. The names and addresses of the general partners of the Surviving Partnership are as follows:

<u>Name of General Partner</u>	<u>Address</u>
Adler Newco GP, Inc. (a Florida corporation)	1400 N.W. 107 th Avenue Miami, Florida 33172-2704
AP-Adler L.P. (a Delaware limited partnership)	Two Manhattanville Road Purchase, New York 10577

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FOURTH: The merger of the Florida Corporation with and into the Delaware Partnership shall be effective upon the filing of this Articles of Merger with the Secretary of State of the State of Florida.

FIFTH: The executed Plan of Merger is on file at the principal place of business of the Surviving Partnership.

SIXTH: A copy of the Plan of Merger will be furnished by the Surviving Partnership, on request and without cost, to any partner of the Surviving Partnership, and to any person holding an interest in the Florida Corporation.

SEVENTH: The Surviving Partnership is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation to or the rights of dissenting shareholders of the Florida Corporation.

EIGHTH: The Surviving Partnership has agreed to promptly pay to the dissenting shareholders of the Florida Corporation the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Florida Corporation and the Delaware Partnership by their authorized officers as of the year and date first above written.

Attest: 
LUIS ARRIZURIETA, Secretary


FUND HC, INC., a Florida corporation

By: 
Name: JOEL LEVY
Title: EXECUTIVE VICE-PRESIDENT

AP-ADLER INVESTMENT FUND, L.P.

By: Adler Newco GP, Inc., a Florida
corporation, *its managing general*
partner

Attest: 
LUIS ARRIZURIETA, Secretary

By: 
Name: JOEL LEVY
Title: EXECUTIVE VICE-PRESIDENT

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STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BEFORE ME, the undersigned officer a Notary Public authorized to administer oaths and take acknowledgments in and for the State and County set forth above, personally appeared Joel Levy, who is known to me and known by me to be the person who executed the foregoing Articles of Merger, or who presented _____ as identification, and he acknowledge to me that he executed these Articles of Merger as an authorized corporate officer of Fund HC, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County as aforesaid, this 28 day of October, 1998.

Miriam Quintana
Notary Public, State of Florida

(SEAL)

Miriam Quintana
My Commission CC716004
Expires March 29, 2002

My Commission Expires: 3-29-02

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

BEFORE ME, the undersigned officer a Notary Public authorized to administer oaths and take acknowledgments in and for the State and County set forth above, personally appeared Joel Levy, who is known to me and known by me to be the person who executed the foregoing Articles of Merger, or who presented _____ as identification, and he acknowledge to me that he executed these Articles of Merger as an authorized corporate officer of Adler Newco GP, Inc., the managing general partner of AP-Adler Investment Fund, L.P.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County as aforesaid, this 28 day of October, 1998.

Miriam Quintana
Notary Public, State of Florida

(SEAL)

Miriam Quintana
My Commission CC716004
Expires March 29, 2002

My Commission Expires: 3-29-02

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**AGREEMENT AND PLAN OF MERGER
BETWEEN
FUND HC, INC.
AND
AP-ADLER INVESTMENT FUND, L.P.**

AGREEMENT AND PLAN OF MERGER, dated as of October 31, 1998 (this "Agreement"), between FUND HC, INC., a Florida corporation (the "Florida Corporation"), and AP-ADLER INVESTMENT FUND, L.P., a Delaware limited partnership (the "Delaware Partnership").

WITNESSETH:

WHEREAS, the Delaware Partnership desires to acquire the properties and other assets, and to assume all of the liabilities and obligations of the Florida Corporation by means of a merger of the Florida Corporation with and into the Delaware Partnership; and

WHEREAS, the Delaware Partnership owns and holds all of the issued and outstanding capital stock of the Florida Corporation; and

WHEREAS, Section 17-211 of the Delaware Revised Uniform Limited Partnership Act, 6 *Del. C.* § 17-101, *et seq.* (the "Delaware RULPA"), and Section 607.1108 of the Florida Statutes, authorize the merger of a Florida corporation with and into a Delaware limited partnership; and

WHEREAS, the Florida Corporation and the Delaware Partnership now desire to merge (the "Merger"), following which the Delaware Partnership shall be the surviving entity; and

WHEREAS, the Florida Corporation's Articles of Incorporation and By-laws permit, and resolutions adopted by the Florida Corporation's Board of Directors authorize, this Agreement and the consummation of the Merger; and

WHEREAS, all of the general and limited partners of the Delaware partnership (the "Delaware Partners") have approved this Agreement and the consummation of the merger.

NOW, THEREFORE, the parties hereto hereby agree as follows:

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ARTICLE I THE MERGER

SECTION 1.01. *The Merger.* (a) At the Effective Time, as defined below, the Delaware Partnership, which shall be the surviving entity, shall merge with the Florida Corporation and shall file a certificate of merger substantially in the form of Exhibit 1 hereto (the "Certificate of Merger") with the Secretary of State of the State of Delaware and make all other filings or recordings required by Delaware law in connection with the Merger and shall file articles of merger substantially in the form of Exhibit 2 hereto (the "Articles of Merger") with the Secretary of State of the State of Florida. The Merger shall become effective at such time as is specified in the Certificate of Merger (the "Effective Time").

(b) At the Effective Time, the Florida Corporation shall be merged with and into the Delaware Partnership, whereupon the separate existence of the Florida Corporation shall cease, and the Delaware Partnership shall be the surviving entity of the Merger (the "Surviving Partnership") in accordance with Section 17-211 of the Delaware RULPA and Section 607.11101 of the Florida Statutes.

SECTION 1.02. *Treatment of Outstanding Stock and Partnership Interests.* At the Effective Time:

(a) All of the shares of capital stock of the Florida Corporation outstanding immediately prior to the Effective Time shall be canceled without payment of any consideration therefor and without any conversion thereof; and

(b) Each limited and general partner interest in the Delaware Partnership outstanding immediately prior to the Effective Time shall remain outstanding.

ARTICLE II THE SURVIVING PARTNERSHIP

SECTION 2.01. *Partnership Agreement.* The partnership agreement of the Delaware Partnership in effect at the Effective Time shall be the partnership agreement of the Surviving Partnership unless and until amended in accordance with its terms and applicable law. The name of the Surviving Partnership shall be AP-Adler Investment Fund, L.P.

SECTION 2.02. *Address of Partnership.* The business address of the Surviving Partnership as of the Effective Time shall be 1400 N.W. 107th Avenue, Miami, Florida 33172-2704.

SECTION 2.03. *General Partners.* The general partners of the Surviving Partnership and their respective business addresses are as follows:

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Name of General Partner

Business Address

Adler Newco GP, Inc.
(a Florida corporation)

1400 N.W. 107th Avenue
Miami, Florida 33172-2704

AP-Adler LP
(a Delaware limited partnership)

Two Manhattanville Road
Purchase, New York 10577

**ARTICLE III
TRANSFER AND CONVEYANCE OF ASSETS
AND ASSUMPTION OF LIABILITIES**

SECTION 3.01. *Transfer, Conveyance and Assumption.* At the Effective Time, the Delaware Partnership shall continue in existence as the Surviving Partnership, and without further transfer, succeed to and possess all of the rights, privileges and powers of the Florida Corporation, and all of the assets and property of whatever kind and character of the Florida Corporation shall vest in the Delaware Partnership without further act or deed; thereafter, the Delaware Partnership, as the Surviving Partnership, shall be liable for all of the liabilities and obligations of the Florida Corporation and any claim or judgment against the Florida Corporation may be enforced against the Delaware Partnership, as the Surviving Partnership, in accordance with Section 17-211 of the Delaware RULPA and Section 607.11101 of the Florida Statutes.

SECTION 3.02. *Further Assurances.* If at any time the Delaware Partnership shall consider or be advised that any further assignment, conveyance or assurance is necessary or advisable to vest, perfect or confirm of record in the Surviving Partnership the title to any property or right of the Florida Corporation, or otherwise to carry out the provisions hereof, the proper representatives of the Florida Corporation as of the Effective Time shall execute and deliver any and all proper deeds, assignments, and assurances to do all things necessary or proper to vest, perfect or convey title to such property or right in the Surviving Partnership and otherwise to carry out the provisions hereof.

SECTION 3.03. *Dissenter's Rights.* The Delaware Partnership, as the sole holder of capital stock of the Florida Corporation, has waived any dissenter's rights and is not entitled to any amounts under Section 607.1302 of the Florida Statutes.

**ARTICLE IV
TERMINATION**

SECTION 4.01. *Termination.* This Agreement may be terminated and the Merger may be abandoned at any time prior to the Effective Time:

(i) by mutual written consent of the managing general partner of the Delaware Partnership and the Board of Directors of the Florida Corporation;

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(ii) by either the managing general partner of the Delaware Partnership, or the Board of Directors of the Florida Corporation, if there shall be any law or regulation that makes consummation of the Merger illegal or otherwise prohibited, or if any judgment, injunction, order or decree enjoining the Florida Corporation or the Delaware Partnership from consummating the Merger is entered and such judgment, injunction, order or decree shall become final and nonappealable.

SECTION 4.02. *Effect of Termination.* If this Agreement is terminated pursuant to Section 4.01, this Agreement shall become void and of no effect with no liability on the part of either party hereto.

ARTICLE V MISCELLANEOUS

SECTION 5.01. *General Partner Authorization.* The managing general partner of the Surviving Partnership shall be authorized, at such time in its sole discretion as it deems appropriate to execute, acknowledge, verify, deliver, file and record, for and in the name of the Delaware Partnership and, to the extent necessary, the general and limited partners of the Delaware Partnership and the shareholders of the Florida Corporation, and any and all documents and instrument including, without limitation, the partnership agreement of the Surviving Partnership, the Certificate of Merger and the Articles of Merger, and shall do and perform any and all acts required by applicable law which the managing general partner of the Surviving Partnership deems necessary or advisable, in order to effectuate the Merger.

SECTION 5.02. *Amendments; No Waivers.* (a) Any provision of this Agreement may, subject to applicable law, be amended or waived prior to the Effective Time if, and only if, such amendment or waiver is in writing and signed by the general partners of the Delaware Partnership, on behalf of the Delaware Partnership, and by the Florida Corporation.

(b) No failure or delay by any party hereto in exercising any right, power or privilege hereunder shall operate as a waiver thereof nor shall any single or partial exercise thereof preclude any other or further exercise thereof or the exercise of any other right, power or privilege. The rights and remedies herein provided shall be cumulative and not exclusive of any rights or remedies provided by law.

SECTION 5.03. *Successors and Assigns.* The provisions of this Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns.

SECTION 5.04. *Governing Law.* This Agreement shall be construed in accordance with and governed by the laws of the State of Delaware, without giving effect to principles of conflicts of law.

SECTION 5.05. *Counterparts; Effectiveness.* This Agreement may be signed in any number of counterparts, each of which shall be an original with the same effect as if the signatures thereto and hereto were upon the same instrument. This Agreement shall become effective when each party hereto shall have received the counterpart hereof signed by the other party hereto.

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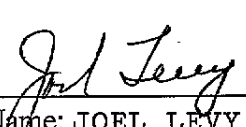
IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective authorized representatives as of the day and year first-above written.

AP-ADLER INVESTMENT FUND L.P., a
Delaware limited partnership

Attest:

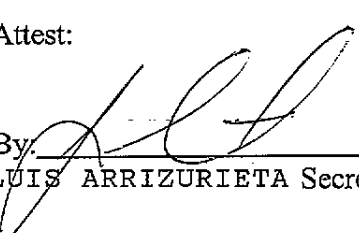
By: Adler Newco GP, Inc., a Florida
corporation, its managing general
partner

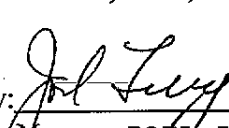
By: 
LUIS ARRIZURIETA Secretary

By: 
Name: JOEL LEVY
Title: EXECUTIVE VICE-PRESIDENT

Attest:

FUND HC, INC., a Florida corporation

By: 
LUIS ARRIZURIETA Secretary

By: 
Name: JOEL LEVY
Title: EXECUTIVE VICE-PRESIDENT

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