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Division of Corporations

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MERGER OR SHARE EXCHANGE

Kelm Associates, LLC

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FEB 29 2008

EXAMINER

**ARTICLES OF MERGER
OF
KELM ASSOCIATES, LLC
(SURVIVING DOMESTIC LIMITED LIABILITY COMPANY)
AND
KELM ASSOCIATES
(TERMINATING DOMESTIC GENERAL PARTNERSHIP)**

The following articles of merger are being submitted in accordance with section(s) 608.4382 and 620.8918, Florida Statutes.

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

Name and Street Address	Jurisdiction	Entity Type
Kelm Associates, LLC 7311 S.W. 108 th Terrace Pinecrest, FL 33156	Florida	profit limited liability company
Florida Document/Registration Number: L05000056782		FEI Number: 59-2339886

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

Name and Street Address	Jurisdiction	Entity Type
Kelm Associates 7311 S.W. 108 th Terrace Pinecrest, FL 33156	Florida	general partnership
Florida Document/Registration Number: GP0800000275		FEI Number: 59-2339886

THIRD: The Plan of Merger meets the requirements of section(s) 608.438 and 620.201, Florida Statutes, and was approved by each domestic limited liability company and general partnership that is a party to the merger in accordance with Chapter(s) 608 and 620, Florida Statutes and is attached hereto and made a part hereof.

FOURTH: The merger shall become effective as of date the Articles of Merger are filed with the Florida Department of State.

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FIFTH: Adoption of Merger by the Surviving Company:

The Plan of Merger was adopted by the members of the surviving company on February 5th, 2008.

SIXTH: Adoption of Merger by the Merging Partnership:

The Plan of Merger was approved by all the partners of the Merging Partnership on February 5th, 2008.

SEVENTH: SIGNATURE(S):

Dated: February 5th, 2008.

Kelm Associates, LLC, a Florida limited liability company

By: Sandra L. Dan
Sandra L. Dan, Manager

Kelm Associates, a Florida general partnership

By: Miguel Alberto Kiguel
Miguel Alberto Kiguel, Partner

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PLAN OF MERGER

The following PLAN OF MERGER is submitted in compliance with Florida Statutes 608.438 and 620.8918, and in accordance with the laws of any other applicable jurisdiction.

FIRST: The name, address of its principal office, jurisdiction, and entity type of the surviving company are as follows:

Name and Street Address	Jurisdiction	Entity Type
Kelm Associates, LLC 7311 S.W. 108 th Terrace Pinecrest, FL 33156	Florida	profit limited liability company

Florida Document/Registration Number: L05000056782 FEI Number: 59-2339886

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

Name and Street Address	Jurisdiction	Entity Type
Kelm Associates 7311 S.W. 108 th Terrace Pinecrest, FL 33156	Florida	general partnership

Florida Document/Registration Number: GP0800000275 FEI Number: 59-2339886

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

1. The Articles of Organization of the surviving limited liability company at the effective time and date of the merger shall be the Articles of Organization of said surviving limited liability company and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

2. The present regulations of the surviving company will be the regulations of said surviving company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

3. The managing members of the surviving company at the effective time and date of the merger shall be the managing members of the surviving company, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the regulations of the surviving company.

All liabilities of the merging partnership shall become the responsibility of the surviving company.

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FOURTH: The manner and basis of converting the interests of each company into interests, obligations, or other securities of the surviving company, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire interests of each company into rights to acquire interests, obligations or other securities of the surviving or any other company, or, in whole or in part, into cash or other property are as follows:

Each issued partnership interest of the merging (terminating) partnership shall, at the effective time of the merger, be canceled. The issued membership interests of the surviving company shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued membership interest of the surviving company.

FIFTH: The names and addresses of the manager(s) of the surviving company are as follows:

Sandra L. Dan
7311 S.W. 108th Terrace
Pinecrest, FL 33156

Steven B. Dan
7311 S.W. 108th Terrace
Pinecrest, FL 33156

Kelm Associates, LLC, a Florida limited liability company

By: Sandra L. Dan
Sandra L. Dan, Manager

Kelm Associates, a Florida general partnership

By: Miguel Alberto Miguel
Miguel Alberto Miguel, Partner

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