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TALLAHASSEE, FLORIDA

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**GOLDMAN & KRAMER**

A PROFESSIONAL CORPORATION  
COUNSELLORS AT LAW  
101 EISENHOWER PARKWAY  
P.O. BOX 610

ROSELAND, NEW JERSEY 07068

(973) 228-5888

FACSIMILE: (973) 228-4606

WRITER'S EXTENSION 32

E-MAIL: mspell@businessandtaxlawyers.com

BRUCE E. GOLDMAN  
ELLIOT I. KRAMER  
MICHELLE BERGERON SPELL

OF COUNSEL  
ANDREW P. FRADKIN  
HANNAH G. GOLDMAN

FILE # 4151/037

May 27, 2004

Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Merger of Westminster Fidelco I Limited Partnership  
into Westminster Fidelco, L.L.C.

Dear Sir or Madam:

You will please find enclosed herein an original and one (1) copy of the Articles of Merger of Westminster Fidelco I Limited Partnership, a Florida limited partnership, into Westminster Fidelco, L.L.C., a New Jersey limited liability company along with a check in the amount of \$52.50 for your filing fee. Please return a stamped filed copy to me in the enclosed self-addressed envelope which I have enclosed for your convenience.

Very truly yours,

*Michelle B. Spell*

Michelle Bergeron Spell

MBS/ms  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

June 4, 2004

MICHELLE BERGERON SPELL  
GOLDMAN & KRAMER  
P.O. BOX 610  
ROSELAND, NJ 07068

SUBJECT: WESTMINSTER FIDELCO, L.L.C.  
Ref. Number: M96000000146

We have received your document for WESTMINSTER FIDELCO, L.L.C. and your check(s) totaling \$52.50. However, the document has not been filed and is being retained in this office for the following:

The fees to file the merger is \$52.50 for each limited partnership involved in the merger and \$25.00 for each limited liability company. So therefore, we need an additional \$25.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing  
Document Specialist

Letter Number: 704A00038441

**ARTICLES OF MERGER  
OF  
WESTMINSTER FIDELCO I LIMITED PARTNERSHIP  
INTO  
WESTMINSTER FIDELCO, L.L.C.**

Pursuant to Section 620.203 of the Florida Revised Uniform Limited Partnership Act and N.J.S.A. 42:2A-73 of the New Jersey Uniform Limited Partnership Law, the undersigned Florida limited partnership and New Jersey limited liability company approved and executed the following Articles of Merger and Plan of Merger:

**FIRST:** The name, jurisdiction, entity type and street address of the principal office of the business entities to this merger are as follows:

WESTMINSTER FIDELCO I LIMITED PARTNERSHIP, a limited partnership formed under the laws of the State of Florida, having its principal office at 225 Millburn Avenue, Suite 202, Millburn, New Jersey 07041, Florida Document/Registration Number: A97000002319 and FEI Number 22-3549341

WESTMINSTER FIDELCO, L.L.C., a limited liability company formed under the laws of the State of New Jersey, having its principal office at 225 Millburn Avenue, Suite 202, Millburn, New Jersey 07041. This entity was authorized to transact business in Florida on April 26, 1996, Florida Document/Registration Number: M96000000146 and FEI Number 22-3420501.

**SECOND:** The Articles of Organization for WESTMINSTER FIDELCO, L.L.C. were filed with the Secretary of State of New Jersey on October 16, 1995 and a Certificate of Authority was issued to WESTMINSTER FIDELCO, L.L.C. by the Secretary of State of Florida on April 26, 1996. The Certificate of Limited Partnership for WESTMINSTER FIDELCO I LIMITED PARTNERSHIP was filed on October 27, 1997 with the Secretary of State of Florida.

**THIRD:** A Plan of Merger (a copy of which is annexed hereto), which meets the requirements of Section 620.201 of the Florida Revised Uniform Limited Partnership Act, was approved by WESTMINSTER FIDELCO I LIMITED PARTNERSHIP and WESTMINSTER FIDELCO, L.L.C. and unanimously approved by the partners and members of these business entities.

**FOURTH:** The name of the surviving business entity is WESTMINSTER FIDELCO, L.L.C., a New Jersey limited liability company.

**FIFTH:** WESTMINSTER FIDELCO, L.L.C., a New Jersey limited liability company, the surviving business entity, agrees that it may be served with process in the State of Florida in any action, suit or proceeding for the enforcement of any obligation of WESTMINSTER FIDELCO I LIMITED PARTNERSHIP and irrevocably appoints the Secretary of State of Florida as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to it by the Secretary of State is 225 Millburn Avenue, Suite, 202, Millburn, New Jersey 07041.

**SIXTH:** The effective date of the merger shall be on the filing of these Articles of Merger.

**SEVENTH:** The Plan of Merger is on file at the principal place of business of WESTMINSTER FIDELCO, L.L.C. the surviving business entity located at:

225 Millburn Avenue, Suite 202  
Millburn, New Jersey 07041

**EIGHTH:** A copy of the Plan of Merger shall be furnished by WESTMINSTER FIDELCO, L.L.C., the surviving business entity, on request and without cost, to any partner of WESTMINSTER FIDELCO I LIMITED PARTNERSHIP, the terminating partnership and to any member of WESTMINSTER FIDELCO, L.L.C.

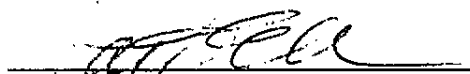
**NINTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.


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

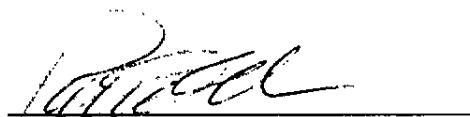
IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 27<sup>th</sup> day of May, 2004.

WITNESS:

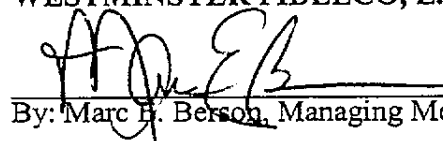
**WESTMINSTER FIDELCO I LIMITED  
PARTNERSHIP**

  
PATRICIA E. PACE

  
By: Marc E. Berson, Managing Member of  
Westminster Fidelco L.L.C.,  
General Partner

  
PATRICIA E. PACE

**WESTMINSTER FIDELCO, L.L.C.**

  
By: Marc E. Berson, Managing Member

## PLAN OF MERGER

**1. NAME OF EACH ENTITY THAT IS A PARTY TO MERGER:** This is a Plan of Merger by and between WESTMINSTER FIDELCO, L.L.C., a New Jersey limited liability company and WESTMINSTER FIDELCO I LIMITED PARTNERSHIP, a Florida limited partnership.

**2. NAME OF THE SURVIVING ENTITY INTO WHICH THE OTHER ENTITY WILL MERGE:** WESTMINSTER FIDELCO, L.L.C. is the surviving business entity (the "Surviving Business Entity") and WESTMINSTER FIDELCO I LIMITED PARTNERSHIP is the terminating entity (the "Terminating Entity").

**3. TYPE OF ORGANIZATION OF SURVIVING BUSINESS ENTITY:** The Surviving Business Entity is a limited liability company organized under the laws of the State of New Jersey.

### **4. TERMS AND CONDITIONS OF MERGER; MODE OF CARRYING IT INTO EFFECT:**

**4.1 Effective Date.** The merger shall be the date of filing of the Articles and Plan of Merger.

**4.2 Effect of Merger.** Except as herein otherwise specifically set forth, the identity, existence, purposes, powers, franchise, rights and immunities of the Surviving Business Entity shall continue unaffected and unimpaired by the merger, and the partnership identity, existence, purposes, powers, franchises, rights and immunities of the Terminating Entity shall be merged into the Surviving Business Entity and the Surviving Business Entity shall be fully vested therewith. The separate partnership existence of the Terminating Entity, except insofar as the same may be continued by statute, shall cease.

**4.3 Certificate of Formation.** The Certificate of Formation of WESTMINSTER FIDELCO, L.L.C. shall remain and be the Certificate of Formation of the Surviving Business Entity until the same shall be further amended according to the provisions thereof.

**4.4 Operating Agreement.** The Operating Agreement of WESTMINSTER FIDELCO, L.L.C. shall remain and be the Operating Agreement of the Surviving Business Entity until the same shall be altered or amended according to the provisions thereof.

**4.5 Transfer of Rights, Etc.** All rights, privileges, powers, franchises and interests of the Terminating Entity, all of the property, real, personal and mixed, all debts due on whatever account to the Terminating Entity, all things in action, or belonging to the Terminating Entity, and all and every other interest shall be taken and deemed to be transferred to and vested and shall vest in the Surviving Business Entity, without further act or deed, as effectually as they were vested in the Terminating Entity; and all claims, demands, property, and every other interest shall be as effectually the property of the Surviving Business Entity as they were the Terminating Entity; the title to any real estate, vested in the Terminating Entity by deed or otherwise, shall not revert or be in any way impaired by reason of merger; all rights of creditors and all liens upon the property of the Terminating Entity shall be preserved and unimpaired, and all debts, liabilities, restrictions and duties of the Terminating Entity shall thenceforth attach to the Surviving Business Entity and may be enforced against it to the same extent as if they had been incurred or contracted by it.

**4.6 Further Assurances.** If at any time the Surviving Business Entity shall consider or be advised that any further assignments or assurances in law or any other things are necessary or

desirable to vest or to perfect or confirm, or record or otherwise, in the Surviving Business Entity, the title to any property as a result of the merger provided for by this Plan of Merger, the Surviving Business Entity is hereby appointed the due and lawful attorney of the Terminating Entity in its name to execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Business Entity and otherwise to carry out the purposes of this Plan of Merger, and the manager of the Surviving Business Entity is fully authorized in the name of the Terminating Entity to take any and all such action.

**5. MANNER OF CONVERTING PARTNERSHIP INTEREST OF TERMINATING ENTITY LIMITED LIABILITY COMPANY INTERESTS OF THE SURVIVING BUSINESS ENTITY:** The partners of the Terminating Entity shall be entitled to receive no additional limited liability company interests of the Surviving Business Entity in exchange for their partnership interests in the Terminating Entity because they currently hold partnership interests in the Terminating Entity in the same proportion as they hold limited liability company interests in the Surviving Business Entity. All limited liability company interests of the Surviving Business Entity, which were outstanding immediately prior to the Effective Date shall remain unchanged.

**6. STREET ADDRESS OF THE SURVIVING BUSINESS ENTITIES:** 225 Millburn Avenue, Suite 202, Millburn, New Jersey 07041.

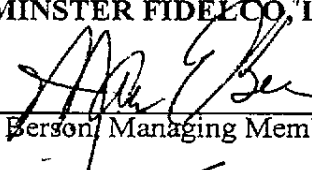
**7. MANAGER OF THE SURVIVING BUSINESS ENTITY:** The Manager of WESTMINSTER FIDELCO, L.L.C. shall remain the Manager of the Surviving Business Entity until his successor shall have been elected or appointed according to the Operating Agreement of the Surviving Business Entity. The name and post office address is as follows:


Manager	Post Office Address
Marc E. Berson	225 Millburn Avenue, Suite 202 Millburn, New Jersey 07041

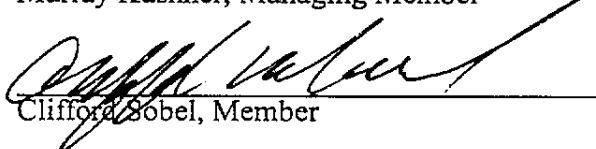
**8. APPROVAL OF PLAN OF MERGER:** The Plan of Merger was approved unanimously by all of the members of the Surviving Business Entity and by all of the partners of the Terminating Entity in accordance with Section 620.201 of the Florida Revised Uniform Limited Partnership Act.

IN WITNESS WHEREOF, WESTMINSTER FIDELCO, L.L.C. and WESTMINSTER FIDELCO I LIMITED PARTNERSHIP have caused these presents to be signed by partners and members, respectively, this 27<sup>th</sup> day of May, 2004.

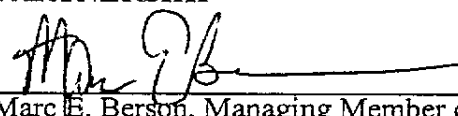
WESTMINSTER FIDELCO, L.L.C.

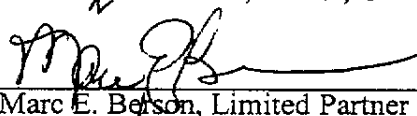
  
\_\_\_\_\_  
Marc E. Berson, Managing Member


  
\_\_\_\_\_  
Murray Kushner, Managing Member

  
\_\_\_\_\_  
Clifford Sobel, Member

WESTMINSTER FIDELCO I LIMITED PARTNERSHIP

  
\_\_\_\_\_  
Marc E. Berson, Managing Member of Westminster Fidelco, L.L.C., General Partner

  
\_\_\_\_\_  
Marc E. Berson, Limited Partner

  
\_\_\_\_\_  
Murray Kushner, Limited Partner

  
\_\_\_\_\_  
Clifford Sobel, Limited Partner