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Cathi Wilkison

(Requestor's Name)

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(City/State/Zip/Phone #)

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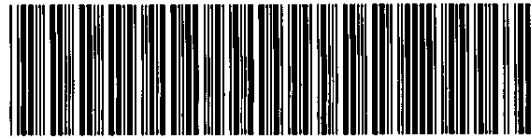
(Business Entity Name)

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11/19 merger name change

RECEIVED
09 DEC 28 AM 4:49
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
09 DEC 28 PM 4:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12/28/09*

ARTICLES OF MERGER

OF

ACUL SERVICE GROUP, INC.

INTO

FCUL SERVICE GROUP, INC.

FILED

09 DEC 28 PM 4: 52

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to Section 607.1105, Florida Statutes (2009), FCUL SERVICE GROUP, INC., a corporation organized under the laws of the State of Florida, ("FSG" or the "Surviving Corporation"), and ACUL SERVICE GROUP, INC., a corporation organized under the laws of the State of Alabama ("ASG" or the "Merging Corporation"), hereby submit these Articles of Merger for the purpose of merging the Merging Corporation into the Surviving Corporation:

I.

Pursuant to the Plan of Merger attached hereto as Exhibit A, FSG and ASG shall be merged as a single Florida corporation, and FSG shall continue as the Surviving Corporation.

II.

The sole Shareholder of FSG approved the merger in accordance with Section 607.1103, Florida Statutes (2009) and the Articles of Incorporation and Bylaws of FSG as then in effect on the 15th day of December, 2009.

III.

The sole Shareholder of ASG approved the merger in accordance with Section 607.1103, Florida Statutes (2009) and the Articles of Incorporation and Bylaws of ASG as then in effect on the 15th day of December, 2009.

IV.

The merger will become effective **January 1, 2010.**

Dated this 15th day of December, 2009.

FCUL SERVICE GROUP, INC.

By: Richard H. Allen
Its: Chairman

ACUL SERVICE GROUP, INC.

By: Richard H. Allen
Its: Chairman



AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (hereinafter referred to as the "Agreement") is made and entered into as of the 15th day of November, 2009, by and between FCUL SERVICE GROUP, INC., a Florida corporation (the "Surviving Corporation") and ACUL SERVICE GROUP, INC., an Alabama corporation (hereinafter referred to as the "Merging Corporation"), the two corporations being hereinafter sometimes called the "Constituent Corporations."

PREMISES

WHEREAS, the Boards of Directors of the Surviving Corporation and the Merging Corporation, respectively, deem it advisable and generally to the advantage, best interest and welfare of the corporate parties and their respective shareholders that the Merging Corporation merge with the Surviving Corporation under and pursuant to the provisions of Chapter 607, Florida Statutes (2009).

NOW, THEREFORE, on the stated premises and in consideration of the mutual promises and covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed as follows:

1. Merger. Pursuant to the terms and conditions of this Agreement, the Merging Corporation will merge into the Surviving Corporation (the "Merger"). Upon the Merger becoming effective, the corporate existence of the Surviving Corporation will continue and the corporate existence of the Merging Corporation shall cease.

2. Effective Date. This Agreement is entered into as of the date first above written subject to approval by the shareholders of the Constituent Corporations. After approval by the shareholders of the Constituent Corporations, Articles of Merger shall be filed in the office of the Secretary of State of the State of Florida. The Merger shall be effective on January 1, 2010 (the "Effective Date").

3. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall be the Amended and Restated Articles of Incorporation attached hereto as Exhibit "A" following the Effective Date, unless and until the same shall be amended or repealed in accordance with the provisions thereof or Chapter 607 Florida Statutes.

4. Bylaws. The Bylaws of the Surviving Corporation shall be the Amended and Restated Bylaws of the Surviving Corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof, the Articles of Incorporation or Chapter 607 of the Florida Statutes.

5. Shares of Surviving Corporation Stock. On the Effective Date, the outstanding shares of the Merging Corporation will be canceled. Following the merger, the total

issued and outstanding shares of the common stock of the Surviving Corporation shall be 310 shares, held in the name of League of Southeastern Credit Unions, Inc.

6. Directors and Officers. Upon the Effective Date, the directors of the Surviving Corporation be those persons selected by the Shareholder of the Surviving Corporation, and the officers of the Surviving Corporation shall be those persons selected by the Board of Directors of the Surviving Corporation, all of whom shall serve until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Articles of Incorporation and Bylaws.

7. Rights and Liabilities of Surviving Corporation. At and after the Effective Date the Surviving Corporation shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal, and mixed, of both the Merging Corporation and the Surviving Corporation; all debts due to either of the Constituent Corporations on whatever account shall be vested in the Surviving Corporation; all claims, demands, property, rights, privileges, powers, and franchises, and every other interest of the Constituent Corporations shall be as effectively the property of the Surviving Corporation as they were of the respective Constituent Corporations; the title to any real estate vested by deed or otherwise in either of the Constituent Corporations shall not revert to or be in any way impaired by reason of the Merger, but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, limited in lien to the property affected by such lien at the effective time of the Merger; all debts, liabilities and duties of the respective Constituent Corporations shall henceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and the Surviving Corporation shall indemnify and hold harmless the officers and directors of each of the Constituent Corporations against all such debts, liabilities and duties and against all claims and demands arising out of the Merger.

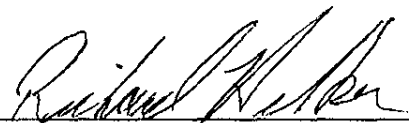
8. Authority. This Agreement has been approved and adopted by the Boards of Directors of the Constituent Corporations and shall be submitted for consideration and the requisite vote or consent by the shareholders of the Constituent Corporations, in accordance with the requirements of the applicable provisions of the laws of the State of Florida. This Agreement, upon becoming one duly adopted and authorized by the shareholders of the Constituent Corporations, shall be certified, executed and acknowledged by the appropriate officers of the Constituent Corporations, in accordance with the applicable provisions of Chapter 607, Florida Statutes. Additionally, the officers of the Constituent Corporations shall execute all such other documents and shall take all other actions as may be necessary or advisable to make this Agreement effective, including the filing of Articles of Merger in the office of the Secretary of State of Florida and the office of the Secretary of State of Alabama.

9. Further Assurances. If at any time the Surviving Corporation shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Surviving Corporation any right, title or

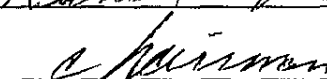
interest of the Merging Corporation held immediately prior to the Effective Date or otherwise carry out the intent and purposes of this Agreement, the Merging Corporation and its officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title or interest in the Surviving Corporation as shall be necessary to carry out the purposes of this Agreement, and the Surviving Corporation and the proper officers and directors thereof are hereby specifically authorized as attorneys-in-fact of the Merging Corporation (this appointment being irrevocable as one coupled with an interest) to execute and deliver any and all such proper deeds, assignments, and assurances of law and to do all such other acts, in the name and on behalf of the Merging Corporation or otherwise, as those officers shall deem necessary or appropriate.

IN WITNESS WHEREOF, each of the corporate parties hereto has caused this Agreement to be executed by its respective officers duly authorized by authority granted by their respective boards of directors as of the date first above written.

FCUL SERVICE GROUP, INC.

By: 
Its: 

ACUL SERVICE GROUP, INC.

By: 
Its: 

Dec. 28. 2009 2:22PM
Dec. 28. 2009 2:44PM

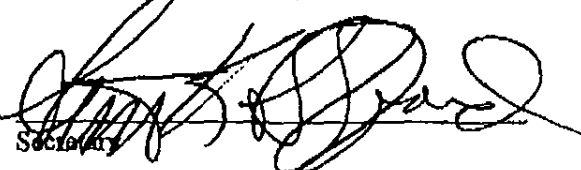
ALABAMA CREDIT UNION
CATHI WILKINSON, P. L.

No. 7130 P. 1
No. 1226 P. 2

0-0

CERTIFICATION OF SHAREHOLDER APPROVAL

The undersigned, being the duly appointed Secretary of FCUL SERVICE GROUP, INC., hereby certifies that this Agreement and Plan of Merger was adopted by written consent of the sole shareholder of FCUL SERVICE GROUP, INC. effective December 1, 2009.


Secretary

CERTIFICATION OF SHAREHOLDER APPROVAL

The undersigned, being the duly appointed Secretary of ACUL SERVICE GROUP, INC., hereby certifies that this Agreement and Plan of Merger was adopted by written consent of the sole shareholder of ACUL SERVICE GROUP, INC. effective December 1, 2009.

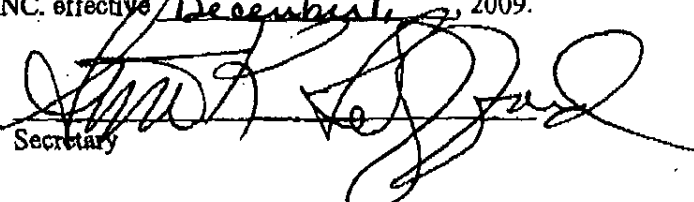

Secretary

EXHIBIT "A"
AMENDED AND RESTATED ARTICLES OF INCORPORATION



AMENDED AND RESTATED ARTICLES OF INCORPORATION
of
LSCU SERVICE CORPORATION, INC.
(f/k/a FCUL Service Group, Inc.)

The undersigned, for the purposes of amending and restating the Articles of Incorporation of FCUL SERVICE GROUP, INC. do hereby adopt the following Amended and Restated Articles of Incorporation:

Article I. Restatement

These Amended and Restated Articles of Incorporation have been approved and adopted by the majority vote of the Board of Directors of the Corporation and sole shareholder of the Corporation on the 15th day of December, 2009, such vote being sufficient for approval.

Article II. Name

The name of the corporation is: LSCU Service Corporation, Inc.

Article III. Nature of Business

The business of the corporation shall be:

- (a) To engage in any and all lawful business activities whatsoever or which shall at any time appear conducive to or expedient for the business of the Company;
- (b) To exercise all other powers necessary to or reasonably connected with the Company's business which may be legally exercised by corporations under the Florida Business Corporations Act;
- (c) To engage in all activities necessary, customary, convenient, or incident to any of the foregoing.

Article IV. Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 5,000 shares of common stock having a nominal or par value of One Hundred (\$100.00) Dollars per share.

Article V. Initial Capital

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

Article VI. Term of Existence

This corporation is to exist perpetually.

Article VII. Registered Office Address

The registered office address of the corporation in the State of Florida is: 3773 Commonwealth Blvd., Tallahassee, FL 32303.

Article VIII. Directors

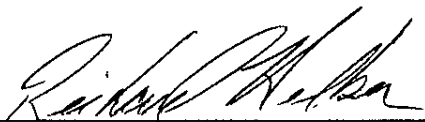
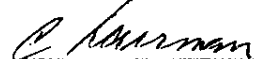
This corporation shall have not less than five directors. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than five.

Article IX. Amendment

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 15th day of December, ~~1998~~ 2009.

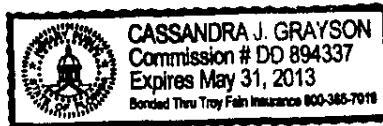
LSCU SERVICE CORPORATION, INC.
f/k/a FCUL Service Group, Inc.

By: 
Its: 

STATE OF FLORIDA,

COUNTY OF LEON.

The foregoing instrument was acknowledged before me this 15th day of December, 2009 by Richard Helber, as ~~President~~ ^{Chairman} of the Corporation on behalf of the Corporation. He is ✓ personally known to me or produced _____ as identification.



NOTARY PUBLIC

Cassandra J. Grayson
Name of Notary Typed, Printed or
Stamped

AMENDED AND RESTATED ARTICLES OF INCORPORATION

of

LSCU SERVICE CORPORATION, INC.

(f/k/a FCUL Service Group, Inc.)

The undersigned, for the purposes of amending and restating the Articles of Incorporation of FCUL SERVICE GROUP, INC. do hereby adopt the following Amended and Restated Articles of Incorporation:

Article I. Restatement

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Article II. Name

The name of the corporation is: LSCU Service Corporation, Inc.

Article III. Nature of Business

The business of the corporation shall be:

- (a) To engage in any and all lawful business activities whatsoever or which shall at any time appear conducive to or expedient for the business of the Company;
- (b) To exercise all other powers necessary to or reasonably connected with the Company's business which may be legally exercised by corporations under the Florida Business Corporations Act;
- (c) To engage in all activities necessary, customary, convenient, or incident to any of the foregoing.

Article IV. Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 5,000 shares of common stock having a nominal or par value of One Hundred (\$100.00) Dollars per share.

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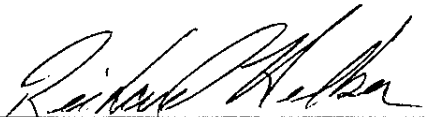
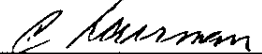
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Article IX. Amendment

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 15th day of December, ~~1997~~ 2009.

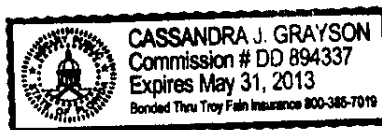
LSCU SERVICE CORPORATION, INC.
f/k/a FCUL Service Group, Inc.

By: 
Its: 

STATE OF FLORIDA,

COUNTY OF LEON.

The foregoing instrument was acknowledged before me this 15th day of December, 2009 by Richard Helber, as President of the Corporation on behalf of the Corporation. He is ✓ personally known to me or produced as identification.



NOTARY PUBLIC

Cassandra J. Grayson
Name of Notary Typed, Printed or
Stamped