

# L09000065881

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700207988267

05/27/11--01030--001 \*\*50.00

☐ ☐ ☐ ☐

11 MAY 27 AM 8:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**K. SALLY  
EXAMINER**

JUN 2 2011

May 25, 2011

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Subject:** Merger of Business Lists International, LLC, a Florida limited liability company, with and into Business Lists International, LLC, a Massachusetts limited liability company.

To whom it may concern:

The enclosed certificate of merger and fees are submitted for filing.

Please return all correspondence concerning this matter to:

Daniel A. DiPietro, Esq.  
101 Canal Street, #701  
Boston, MA 02114

[Dan@ddlawboston.com](mailto:Dan@ddlawboston.com)  
p.978.395.1273  
f.617.507.5942

For further information concerning this matter, please call me at the number given above.

Thank you.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'D. A. DiPietro', written over a horizontal line.

Daniel A. DiPietro

Enclosures

### Certificate of Merger

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with s. 608.4382, Florida Statutes.

FILED  
11 MAY 27 AM 9:21  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Business Lists International, LLC	Florida	Limited Liability Company
Business Lists International, LLC	Massachusetts	Limited Liability Company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Business Lists International, LLC	Massachusetts	Limited Liability Company

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** The date of filing with the Florida Department of State shall be the effective date of the merger.

**SIXTH:** The survivor's principal office address in its home state, country or jurisdiction is as follows:

Business Lists International, LLC  
13 Boyd Street  
Watertown, MA 02472

**SEVENTH:** The survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** The surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: Business Lists International, LLC, 13 Boyd Street, Watertown, MA 02472

Mailing address: Business Lists International, LLC, 13 Boyd Street, Watertown, MA 02472

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

[Signature Page Follows]

**NINTH:** Signature(s) for Each Party:

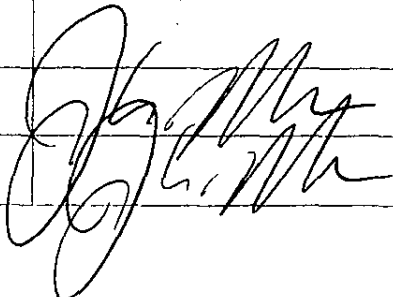
Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Business Lists International, LLC		Jason Male, Member
Business Lists International, LLC		Jason Male, Member

Exhibit A  
Plan of Merger

AGREEMENT AND PLAN OF MERGER

FILED  
11 MAY 27 AM 28 21  
This AGREEMENT AND PLAN OF MERGER ("Agreement"), dated as of May 28, 2011, is made between Business Lists International, LLC, a Florida limited liability company ("BLI") and Business Lists International, LLC, a Massachusetts limited liability company ("NewCo" or "Surviving Corporation"). BLI and NewCo are sometimes referred to herein as the "Constituent Entities".

WHEREAS, the Managers and Members of BLI and the Managers and Members of NewCo deem it advisable and in their respective best interests that BLI merge with and into NewCo under and pursuant to Section 608.438 of the Florida Statutes (the "FLA Act") and Section 59 of the Massachusetts Limited Liability Company Act (the "MA Act" and together with the MA Act, the "Act").

NOW, THEREFORE, in consideration of the mutual benefits to be derived from this Agreement and the representations, warranties, covenants, agreements, conditions and promises contained herein, the parties agree as follows:

1. THE MERGER

(a) The Merger. In accordance with the provisions of this Agreement and the Act, BLI shall merge with and into NewCo (the "Merger"). At and after the Effective Time (as defined in Section 1(b) hereof), NewCo will be the surviving corporation.

(b) Effective Time of Merger. As soon as possible after this Agreement is duly adopted by the requisite votes of the members and managers of the Constituent Entities, a Certificate of Merger shall be filed with the Secretary of State of the State of Florida in accordance with the FLA Act. Further, a Certificate of Merger shall be filed with the Secretary of State of the Commonwealth of Massachusetts in accordance with the MA Act. The Merger shall become effective (the "Effective Time") on May 25, 2011.

(c) Effect of Merger. At the Effective Time, the separate existence of BLI shall cease upon it merging into the Surviving Corporation and the Surviving Corporation shall possess all of the rights, properties, privileges, powers and franchises of a public as well as a private nature, and shall be subject to all of the restrictions, disabilities and duties of each Constituent Entity to the fullest extent provided under applicable law including, but not limited to, the Act.

(d) Articles of Organization, Name, Operating Agreement, Managers of Surviving Corporation

From and after the Effective Time,

(i) the Articles of Organization of NewCo shall be the Articles of Organization of the Surviving Corporation (the "Articles of Organization") and the name of the Surviving Corporation shall be Business Lists International, LLC, unless and until altered, amended or repealed as provided in the MA Act or the Articles of Organization;

(ii) the Operating Agreement of NewCo shall be the Operating Agreement of the Surviving Corporation (the "Operating Agreement"), unless and until altered, amended or repealed as provided in the MA Act, the Articles of Organization and such Operating Agreement.

(iii) the Managers of NewCo shall be the Managers of the Surviving Corporation, unless and until removed, or until their respective terms in office shall have expired, in accordance with the MA Act, the Articles of Organization and the Operating Agreement of the Surviving Corporation, as applicable.

(iv) at the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, each membership interest of BLI issued and outstanding immediately prior to the Effective Time shall automatically be cancelled and extinguished.

(v) at the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, each membership interest of NewCo issued and outstanding immediately prior to the Effective Time shall automatically be cancelled, extinguished and converted into or exchanged for one validly issued, fully paid and non-assessable membership interest of the Surviving Corporation.

(vi) the parties hereto acknowledge and agree that neither party has any outstanding rights to acquire any interests, shares, obligations or other securities.

(e) Taking of Necessary Action. Prior to the Effective Time, the parties hereto shall do, or cause to be done, all such acts and things as may be necessary or appropriate in order to effectuate the Merger as expeditiously as reasonably practicable in accordance with this Agreement and the Act.

(f) Tax-Free Reorganization. For Federal income tax purposes, the parties intend that the Merger be treated as a tax-free reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended. The parties shall not take a position on any tax return or reports inconsistent with this paragraph, unless required by law.

## 2. APPROVAL OF AGREEMENT

The Managers and Members of each of BLI and NewCo have approved and adopted the Merger and this Agreement by executing unanimous written consents in accordance with the Act.

## 3. MISCELLANEOUS

(a) Amendment. The parties may amend this Agreement by action taken by the Manager of BLI and the Manager of NewCo at any time prior to the Effective Time. No amendment of this Agreement shall be made which pursuant to the Act requires the further approval of either or each of BLI and/or NewCo unless such approval has been obtained. Only an instrument in writing signed on behalf of each of the Constituent Entities can amend this Agreement.



(b) Entire Agreement. This Agreement contains the entire agreement among the parties hereto with respect to the transactions contemplated hereby and supersede all prior arrangements or understandings, written or oral.

(c) Counterparts. This Agreement may be executed in any number of counterparts by original or facsimile signature, each such counterpart shall be an original instrument, and all such counterparts together shall constitute one and the same agreement.

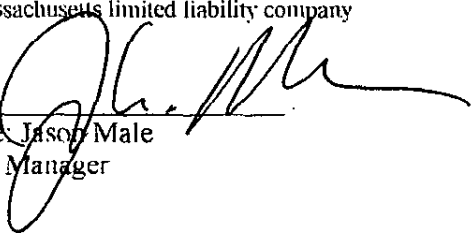
(d) Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts.

*[Signature Page Follows]*

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement and Plan of Merger to be executed by a duly authorized officer and acknowledges that the signature of the undersigned constitutes acknowledgement, under penalties of perjury, that this Agreement and Plan of Merger is such person's act and the act of the parties hereto, and the facts stated herein are true.

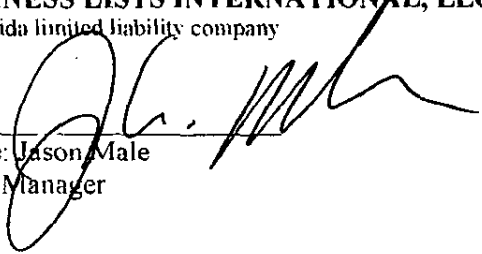
**BUSINESS LISTS INTERNATIONAL, LLC**

A Massachusetts limited liability company

By:   
Name: Jason Male  
Title: Manager

**BUSINESS LISTS INTERNATIONAL, LLC**

A Florida limited liability company

By:   
Name: Jason Male  
Title: Manager

*[Signature Page; Merger Agreement]*