

# L90724

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE  
BANKERS LENDING SERVICES, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	14
Estimated Charge	\$60.00



December 30, 2009

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CORPORATE CREATIONS

SUBJECT: BANKERS LENDING SERVICES, INC.  
REF: L90724

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6067.

Neysa Culligan  
Regulatory Specialist II

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The undersigned company, 7840 NW 53 STREET, LLC, being validly and legally formed under the laws of the State of Florida, and the undersigned corporation, BANKERS LENDING SERVICES, INC., being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger.

2. The name of the surviving corporation is BANKERS LENDING SERVICES, INC., and it is to be governed by the laws of the State of Florida.

3. The principal office of the surviving corporation shall be 10205 SW 106<sup>TH</sup> STREET, MIAMI, FLORIDA, 33176.

4. The Plan of Merger of the undersigned entities was adopted pursuant to Sections 607.1101 and 607.1103 of the Florida Statutes.

5. The Plan of Merger will become effective as of the date these Articles are filed with the Florida Department of State.

6. The Plan of Merger was adopted by the Member and Manager of 7840 NW 53 STREET, LLC, a Florida limited liability company on the 2<sup>th</sup> day of December, 2009.

7. The Plan of Merger was adopted by the Shareholder and by the Board of Directors of BANKERS LENDING SERVICES, INC., a Florida corporation on the 2<sup>th</sup> day of December, 2009.

8. As to each of the undersigned entities, the number of shares and membership interest outstanding and the total number of shares and membership interest voted for and against such Plan of Merger, are as follows:

<u>Name of Corporation</u>	<u>Number of Outstanding</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
7840 NW 53 Street, LLC, a Florida limited liability company	100%	100%	0 L08-19308
Bankers Lending Services, Inc. a Florida corporation	500	500	0 L90724

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9. The Plan of Merger calls for cancellation of the issued membership interests of 7840 NW 53 STREET, LLC, a Florida limited liability company, which shall be effected as set forth in the Plan, a true and correct copy of which is attached hereto. The issued shares of BANKERS LENDING SERVICES, INC., a Florida corporation, shall not be affected by this merger.

7840 NW 53 STREET, LLC.  
a Florida limited liability company

~~BANKERS LENDING SERVICES, INC.,~~  
a Florida corporation

By: [Signature]  
Gustavo Macias, Manager

By: [Signature]  
Gustavo Macias, President

Attest: maria Elena Macias

Attest: maria Elena Macias

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

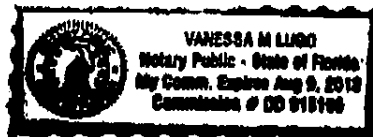
PERSONALLY, appeared before me, the undersigned authority, GUSTAVO MACIAS, who acknowledged to and before me that he is the Manager of 7840 NW 53 STREET, LLC, a Florida limited liability company and President of BANKERS LENDING SERVICES, INC., a Florida corporation, and that he executed the foregoing Articles of Merger for the reasons and purposes therein expressed. He was personally known to me or produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 28<sup>th</sup> day of December, 2009.

[Signature]  
Notary Public

My Commission Expires:

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**PLAN OF MERGER**

THIS AGREEMENT, made and entered into this 2<sup>nd</sup> day of December, 2009 by and between 7840 NW 53 STREET, LLC, a Florida limited liability company and BANKERS LENDING SERVICES, INC., a Florida corporation, sometimes hereinafter collectively referred to as the "Constituent Corporations".

**RECITALS**

A. The Stockholders/Members and Board of Directors/Manager of the Constituent Corporations have deemed it advisable that 7840 NW 53 STREET, a Florida limited liability company hereinafter also referred to as the "Disappearing Company," be merged into BANKERS LENDING SERVICES, INC., a Florida corporation, hereinafter referred to as the "Surviving Corporation" under the laws of the State of Florida, and

B. Disappearing Company is duly organized and existing under the laws of the State of Florida, having been formed on the February 22, 2008, has a 100% membership interest of which 100% is owned by GUSTAVO MACIAS, and

C. BANKERS LENDING SERVICES, INC., a Florida corporation having been incorporated on July 10, 1990, has an authorized capital stock consisting of One Thousand (1,000) shares of \$1.00 par value, of which there are now issued and outstanding Five Hundred (500) shares of said stock.

NOW, THEREFORE, in consideration of the promises and mutual agreements hereinafter contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions hereinafter provided.

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1. **Recitals.**

The above recitals are true and correct and incorporated herein.

2. **Agreement of Merger.**

A. It is hereby agreed that the Disappearing Company shall merge into the Surviving Corporation. The Articles of Incorporation of the surviving Corporation, shall remain unchanged.

B. The Surviving Corporation agrees to pay to the dissenting shareholders/members of either Constituent Corporation complying with the terms of Section 607.1101 of the Florida Statute, the fair value of their shares/membership interests.

3. **Principal Office of Surviving Corporation.**

The principal office of the Surviving Corporation, shall remain at 10205 SW 106<sup>th</sup> Street, Miami, Florida 33176.

4. **Capitalization of Surviving Corporation.**

The capitalization of the Surviving Corporation, shall remain as is presently authorized, that is, One Thousand (1,000) shares of \$1.00 par value common stock.

5. **Officers and Directors of Surviving Corporation.**

The members of the Board of Directors and the officers of the Surviving Corporation immediately after the effective time of the merger shall be those persons who were the members of the Board of Directors and the officers, respectively, of the Surviving Corporation immediately prior to the effective time of the merger, and such persons shall serve in such offices, respectively, for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

6. **Registered Agent of Surviving Corporation.**

The Registered Agent of the Surviving Corporation shall be as follows:

GUSTAVO MACIAS  
10205 SW 106 STREET  
MIAMI, FL 33176

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7. **Conveyance of Assets; Assumption of Liabilities.**

A. The Disappearing Company hereby agrees, to the extent permitted by law, from time to time, as and when requested by the Surviving Corporation so to do, or by its successors and assigns, to execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take or cause to be taken, such further or additional actions as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all property, real and personal, of the Disappearing Company, acquired or to be acquired by reason of or as a result of the merger herein provided for, and otherwise to carry out the intent and purposes hereof. The Manager of the Disappearing Company has been authorized and directed to take any and all actions that may be necessary to effect such transfers, conveyances and assignments to carry out the purpose of such merger.

B. All assets and interests of any kind whatsoever of the Disappearing Company, including all debts due on any and all accounts, shall in effect become the property of the Surviving Corporation, and the title of any and all property shall be vested in the Surviving Corporation and shall not revert or be in any way impaired by reason of the merger. All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Disappearing Company shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been initially incurred or contracted by it.

8. **Ratification by Stockholders/Members and Directors/Managers.**

This Agreement of Merger and all of the terms and provisions herein contained have been ratified and approved by the

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Stockholders/Members and Directors/Manager of each of the Constituent Corporations.

9. Mode of Effecting Merger.

The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Disappearing Company into shares of the Surviving Corporation, shall be as follows:

A. Each membership interest of 7840 NW 53 STREET, LLC, a Florida limited liability company, held by a member on the effective date of the merger and all rights in respect thereof shall, without any action on the part of the member, be completely canceled. The Disappearing Company has only One member, GUSTAVO MACIAS, owning 100% of such Disappearing Company. Such shares of capital stock of the Surviving Corporation pursuant to this merger shall be reissued proportionately to the members of the Disappearing Company.

B. The Merger shall be effected as follows: After the effective date of the merger, each holder of membership interests in the Disappearing Company shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such membership interests, the Surviving Corporation shall issue and exchange therefor certificates for shares of common stock in the Surviving Corporation, representing the number of membership interests to which such holder is entitled as provided above.

C. Holders of membership interests of the Disappearing Company shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and



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the issuance to such stockholder of the certificate for his shares in the Surviving Corporation.

10. Abandonment of Merger.

This plan of merger may be abandoned by action of the board of directors or manager of either the Surviving or the Disappearing Company at any time prior to the effective date.

11. Effective Date of Merger.

A. This Merger shall become effective as of the date of filing the Articles of Merger with the Florida Department of State.

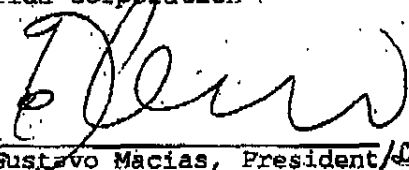
B. Upon the merger becoming effective, the separate existence of the Disappearing Company shall cease, except as may be requisite for carrying out the purposes of this Agreement of Merger, or as continued by statute. All of the rights, privileges, powers, franchises, property and assets of every kind and description of the Disappearing Company, shall be vested in and be held and enjoyed by the Surviving Corporation.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereby by their respective Presidents and Secretaries, thereunto duly authorized by the respective Board of Directors and Shareholders of each corporation.

7840 NW 53 STREET,  
a Florida Limited Liability  
company

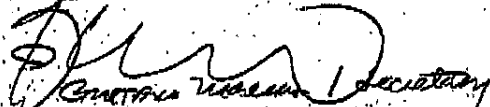
BANKERS LENDING SERVICES, INC.,  
a Florida corporation

By:   
Gustavo Macias, Manager/Member

By:   
Gustavo Macias, President/Secretary

Attest:   
Maria Elena Macias

Attest:   
Maria Elena Macias

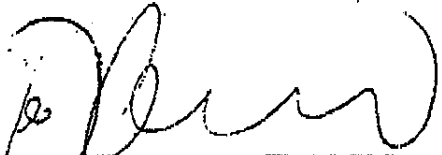
  
Gustavo Macias, Secretary

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, constituting the Registered Agent of **BANKERS LENDING SERVICES, INC.**, a Florida corporation, and **7840 NW 53 STREET, LLC**, a Florida limited liability company do hereby acknowledge that I am familiar with and accept the duties and responsibilities as registered agent for such corporation and limited liability company.

**Dated:** December 30, 2009.

**Registered Agent:**

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GUSTAVO MACIAS

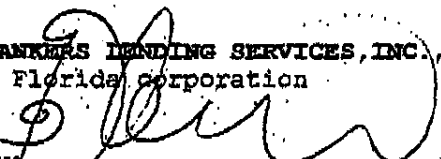
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**CERTIFICATE OF  
BANKERS LENDING SERVICES, INC.**

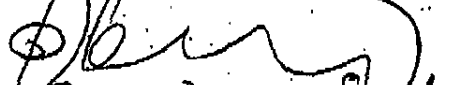
The undersigned, as President of BANKERS LENDING SERVICES, INC., a Florida corporation, does hereby certify that the Plan of Merger to which this Certificate is attached, was adopted by the Stockholders and Directors of said corporation (a) by unanimous written consent of all the Stockholders and Directors of said corporation on the 24<sup>th</sup> day of December, 2009 pursuant to the laws of the State of Florida, and (b) at a special meeting of the Stockholders and Directors of said corporation called separately for the purpose of adopting a plan of merger which was held after due notice on the aforementioned date, at which a quorum of Stockholders and Directors was present thereat, and that at said meeting the adoption and execution of such Plan of Merger was affirmatively voted upon by the requisite number of Stockholders and Directors entitled to vote at such meeting, and that the Plan of Merger was subsequently executed by the President/Manager of each of the Constituent Corporations named in the Plan of Merger pursuant to the authority granted to them for such purpose.

WITNESS our hands and seals this 20<sup>th</sup> day of December, 2009.

BANKERS LENDING SERVICES, INC.  
a Florida corporation

By:   
Gustavo Macias, President Secretary

Attest:   
Maria Elena Macias

  
Gustavo Macias, Secretary

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CERTIFICATE OF  
7840 NW 53 STREET, LLC.

The undersigned, as Manager of 7840 NW 53 STREET, LLC, a Florida limited liability company, does hereby certify that the Plan of Merger to which this Certificate is attached, was adopted by the Member and Manager of said company (a) by unanimous written consent of all the Members and Managers of said corporation on the 24<sup>th</sup> day of December, 2009 pursuant to the laws of the State of Florida, and (b) at a special meeting of the Member and Manager of said company called separately for the purpose of adopting a plan of merger which was held after due notice on the aforementioned date, at which a quorum of Members and Managers was present thereat, and that at said meeting the adoption and execution of such Plan of Merger was affirmatively voted upon by the requisite number of Members and Managers entitled to vote at such meeting, and that the Plan of Merger was subsequently executed by the President/Manager of each of the Constituent Corporations named in the Plan of Merger pursuant to the authority granted to them for such purpose.

WITNESS our hands and seals this 24<sup>th</sup> day of December, 2009.

7840 NW 53 STREET, LLC., a  
Florida limited liability  
company

By: [Signature]  
Gustavo Macias, Manager/Member

Attest: [Signature]

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**RESOLUTIONS  
OF THE MANAGER AND MEMBER OF 7840 NW 53 STREET, LLC,  
a Florida limited liability company**

The undersigned, constituting the manager and sole member of 7840 NW 53 STREET, LLC, a Florida limited liability company (the "Company"), in accordance with the laws of the State of Florida, do hereby consent to and adopt the following resolutions with the same force effect as if presented to and adopted at duly held meetings of both the Manager and Members of the Company:

**WHEREAS**, the undersigned have considered a proposed transaction whereby the Company would merge into **BANKERS LENDING SERVICES, INC.**, a Florida corporation with **BANKERS LENDING SERVICES, INC.**, a Florida corporation surviving the merger; and

**WHEREAS**, the undersigned have considered the Plan of Merger dated as of December, 2009, 2009;

**WHEREAS**, the undersigned have considered the proposal with counsel to the Company:

**NOW, THEREFORE, BE IT RESOLVED** that the Company enter into the transactions described in the Plan of Merger, and that the Manager of the Company be authorized and directed to execute and deliver said documents and agreements on behalf of the Company with such changes thereto as the Manager executing the same may approve, his execution thereof to evidence conclusively the approval of such Manager and the Company of the terms and conditions thereof; and

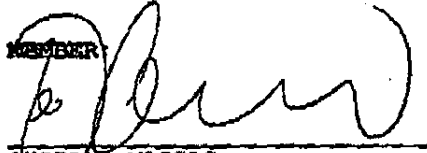
**RESOLVED, FURTHER**, that the Manager of this Company be authorized and empowered and directed to execute and deliver all documents and take all other actions as such Manager, in his sole discretion, may determine to be necessary or desirable in order to effectuate the foregoing resolutions, any such determination to be conclusively evidenced by the execution of any such document or the doing of any such act; and

**RESOLVED, FURTHER**, that the Secretary or any Assistant Secretary of the Company be, and each of them is hereby, authorized and empowered to attest the execution of any of the foregoing documents and to certify to the adoption of the foregoing resolutions as of the date hereof.


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Dated: December 24<sup>th</sup>, 2009.

MEMBER:

  
\_\_\_\_\_  
GUSTAVO MACIAS

MANAGER:

  
\_\_\_\_\_  
GUSTAVO MACIAS

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**RESOLUTIONS  
OF THE DIRECTORS AND SHAREHOLDERS OF BANKERS LENDING SERVICES,  
INC.,  
a Florida corporation**

The undersigned, constituting the Director and Shareholder of BANKERS LENDING SERVICES, INC., a Florida corporation (the "Corporation"), in accordance with the laws of the State of Florida, do hereby consent to and adopt the following resolutions with the same force effect as if presented to and adopted at duly held meetings of both the Board of Directors and Shareholders of the Corporation:

WHEREAS, the undersigned have considered a proposed transaction whereby the Corporation would merge with 7840 NW 53 STREET, LLC, a Florida limited liability company with BANKERS LENDING SERVICES, INC., a Florida corporation surviving the merger; and

WHEREAS, the undersigned have considered the Plan of Merger dated as of December, 28th, 2009;

WHEREAS, the undersigned have considered the proposal with counsel to the Corporation:

NOW, THEREFORE, BE IT RESOLVED that the Corporation enter into the transactions described in the Plan of Merger, and that the President of the Corporation be authorized and directed to execute and deliver said documents and agreements on behalf of the Corporation with such changes thereto as the President executing the same may approve, his execution thereof to evidence conclusively the approval of such officer and the Corporation of the terms and conditions thereof; and

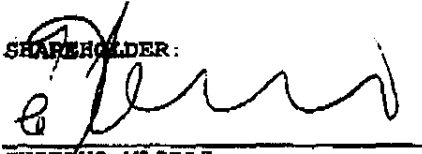
RESOLVED, FURTHER, that the President of this Corporation be authorized and empowered and directed to execute and deliver all documents and take all other actions as such officer, in his sole discretion, may determine to be necessary or desirable in order to effectuate the foregoing resolutions, any such determination to be conclusively evidenced by the execution of any such document or the doing of any such act; and

RESOLVED, FURTHER, that the Secretary or any Assistant Secretary of the Corporation be, and each of them is hereby, authorized and empowered to attest the execution of any of the foregoing documents and to certify to the adoption of the foregoing resolutions as of the date hereof.

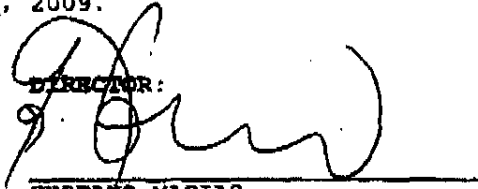
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Dated: December 29<sup>th</sup>, 2009.

SHAREHOLDER:

  
\_\_\_\_\_  
GUSTAVO MACIAS

DIRECTOR:

  
\_\_\_\_\_  
GUSTAVO MACIAS

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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