

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

**Enter the email address for this business entity to be used for annual report mailings. Enter only one email address please.

Email Address: _____

MERGER OR SHARE EXCHANGE
LIME ENERGY SERVICES CO.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$68.75

RECEIVED

APR 30 AM 8:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 APR 30 AM 8:00

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J. SAULSBERRY
EXAMINER

MAY 2 2012

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Lime Energy Services Co., a Massachusetts corporation
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Eric Dupont
Contact Person

Lime Energy Services Co.
Firm/Company

18810 Kenton Drive, Suite 240
Address

Huntersville, North Carolina 28078
City, State and Zip Code

edupont@lime-energy.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Anne Berg at (847) 292-1598
Name of Contact Person Area Code and Daytime Telephone Number

☒ Certified copy (optional) \$30.00

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

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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**Certificate of Merger
For
Florida Limited Liability Company**

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

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

Name	Jurisdiction	Form/Entity Type
Landmark Services Company		
of Florida, LLC	Florida	Limited Liability Company
LD5000018276		
2-18-05		

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

Name	Jurisdiction	Form/Entity Type
Line Energy Services Co.	Massachusetts	Corporation

700000005773

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.

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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: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Lime Energy Services Co.

130 Quarry Hill Road

Lse, Massachusetts 01238

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, 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: If the surviving party is an out-of-state entity not qualified to transact business in this state, 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: _____

Mailing address: _____

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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.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>Lime Energy Services Co.</u>	<u>[Signature]</u>	<u>Jeffrey Mistrarz</u>
<u>Landmark Services Company</u>	<u>[Signature]</u>	<u>Jeffrey Mistrarz</u>
<u>of Florida, LLC</u>	<u>[Signature]</u>	<u>Jeffrey Mistrarz</u>

Corporations:**General partnerships:****Florida Limited Partnerships:****Non-Florida Limited Partnerships:****Limited Liability Companies:****Chairman, Vice Chairman, President or Officer***(If no directors selected, signature of incorporator)*

Signature of a general partner or authorized person

Signatures of all general partners

Signature of a general partner

Signature of a member or authorized representative

Fees: For each Limited Liability Company: \$25.00
 For each Corporation: \$35.00
 For each Limited Partnership: \$52.50
 For each General Partnership: \$25.00
 For each Other Business Entity: \$25.00

Certified Copy (optional): \$30.00

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PLAN OF MERGER

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>
<u>Landmark Services Company</u>		
<u>of Florida, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>

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>
<u>Lime Energy Services Co.</u>	<u>Massachusetts</u>	<u>Corporation</u>

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

The merging party hereby merges with and into the surviving party, whereby the surviving party shall be the surviving entity.

The Articles of Organization of the surviving party, as in effect on the date of the merger provided for in this Plan of Merger, shall continue in full force and effect as the Articles of Organization of the corporation surviving this merger.

(Attach additional sheet if necessary)

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

The outstanding membership interests of merging party outstanding immediately prior to the merger shall be cancelled without consideration.

(Attach additional sheet if necessary)

B. The manner and basis of converting ~~rights to acquire~~ the interests, shares, obligations or other securities of each merged party into ~~rights to acquire~~ the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

Any rights of the merging party to acquire the interests, shares, obligations or other securities of the surviving party outstanding immediately prior to the merger shall be cancelled without consideration.

(Attach additional sheet if necessary)

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

This Plan of Merger and the merger contemplated herein have been duly
approved, adopted, certified, executed and acknowledged by the surviving
party and the sole member and manager of the merging party.

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

IN WITNESS WHEREOF, the parties to this Plan of Merger, pursuant to authority
duly given by the merging party's sole member and manager and the Board of
Directors of the surviving party, have caused this Certificate and Plan of Merger
to be executed by an authorized officer of each party hereto.

(Attach additional sheet if necessary)

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