

L03000017527

Polly S. Sampson

(Requestor's Name)

West + Feinberg, PC.

(Address)

4550 Montgomery Ave, Ste 775N

(Address)

Bethesda, MD 20814

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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05/14/03--01075--004 **70.00

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CLERK OF STATE
MICHIGAN

Plan of Incorporation

LAW OFFICES
WEST & FEINBERG, P.C.

RONALD D. WEST (MD, DC)
MARC R. FEINBERG (MD, DC)
MICHAEL B. GLUCKSTERN (MD)
LAWRENCE S. STERN (MD)
STEVEN W. JACOBSON (MD, DC)
JOE L. LEONE (MD, DC, FL, VA)
JULIE ANN GARBER (MD, PA)
MINDY G. SUCHINSKY (MD, NY, IL)

SUITE 775N
4550 MONTGOMERY AVENUE
BETHESDA, MARYLAND 20814
(301) 951-1500
TELECOPIER (301) 951-1525

WRITER'S DIRECT NUMBER IS
(301) 951-1500

May 19, 2003

Via Round Trip Federal Express

Division of Corporations
Department of State
409E Gaines Street
Tallahassee, Florida 32399

Re: Benevento Financial, LLC/Benevento Financial, Inc. Merger
Our File No. 18229.1

Ladies/Gentlemen:

I enclose the original and one copy of each of the following for filing as soon as possible:

- 1) Articles of Merger for Benevento Financial, Inc. to merge into Benevento Financial, LLC;
- 2) Plan of Merger;
- 3) Your letter indicating receipt of our \$70 filing fee.

Please call me if you have any questions or if additional information is required.

Sincerely yours,



Polly S. Sampson
Corporate Paralegal

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03 MAY 20 PM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 15, 2003

POLLY S. SAMPSON
WEST & FEINBERG, P.C.
4550 MONTGOMERY AVENUE, SUITE 775N
BETHESDA, MD 20814

SUBJECT: BENEVENTO FINANCIAL, LLC
Ref. Number: L03000017527

We have received your document for BENEVENTO FINANCIAL, LLC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must be attached/included.

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
Corporate Specialist

Letter Number: 903A00030004

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. BENEVENTO FINANCIAL, INC. 101 N. Clematis Street, Suite 507, West Palm Beach, _____ _____	FLORIDA	CORPORATION
Florida Document/Registration Number: P00000103750		FEI Number: 65-1053946
2. _____ _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
3. _____ _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
BENEVENTO FINANCIAL, LLC	FL	LLC
101 N. Clematis Street, Suite 507, West Palm Beach, FL		

Florida Document/Registration Number: L0300007527 FEI Number: _____

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

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

**PLAN OF MERGER OF
BENEVENTO FINANCIAL, INC.
INTO
BENEVENTO FINANCIAL, LLC**

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1107, 617-1103, 608.4381, and/or 620.202, is being submitted in accordance with Sections 607.1108, 608.438 and/or 620.201, Florida Statutes:

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
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Benevento Financial, Inc.	Florida
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SECOND: The exact name and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
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Benevento Financial, LLC	Florida
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THIRD: The terms and conditions of the merger are as follows:

- A. Benevento Financial, Inc., a Florida corporation ("Merging Corporation") and Benevento Financial, LLC, a Florida limited liability company ("Surviving Company") have agreed that the Merging Corporation shall merge with and into the Surviving Company and the separate corporation existence of the Merging Corporation shall cease.
- B. The name and state of incorporation/formation of the Merging Corporation and the Surviving Company are set forth below:

<u>Name</u>	<u>Jurisdiction</u>
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Benevento Financial, Inc.	Florida
Benevento Financial, LLC	Florida

- C. The principal place of business of the Merging Corporation is: 101 N. Clematis Street, Suite 507, West Palm Beach, FL 33401, and the principal place of business of the Surviving Company is: 101 N. Clematis Street, Suite 507, West Palm Beach, FL 33401.

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TALLAHASSEE, FLORIDA

- D. The terms and conditions of this transaction were advised, authorized and approved by each of the Merging Corporation and Surviving Company in the manner and by the vote required by their respective Charters, Bylaws/Operating Agreement and the laws of the State of Florida.
- E. The Charter and Operating Agreement of the Surviving Company shall not be amended by the merger.
- F. This Plan of Merger was submitted to the shareholders of the Merging Corporation and to the members of the Surviving Company in accordance with the provisions of the Florida General Corporation Act and the Florida Limited Liability Company Act. The total number of shares of common stock which the Merging Corporation is authorized to issue, and number of shares currently issued and outstanding and entitled to be cast and the par value of such shares are as follows:

Name of Corporation	Authorized Shares	Par Value	Issued and Outstanding Shares
Benevento Financial, Inc.	1,000	\$1	500

- G. The total number of shares of common stock of the Merging Corporation and the number of membership percentages of the Surviving Company which voted for and against the merger are set forth below:

Name of Entity	Votes For	Votes Against
Benevento Financial, Inc.	500	-0-
Benevento Financial, LLC	100%	-0-

- H. On the Effective Date of the merger each share of issued and outstanding common stock of the Merging Corporation shall be surrendered and cancelled without consideration. No additional membership interests of the Surviving Company shall be issued upon the merger.

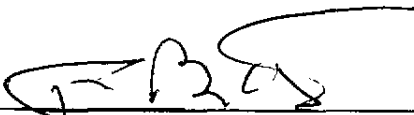
FOURTH: The name and address of the manager of the Surviving Company is: Frank A. Benevento II, 101 N. Clematis Street, Suite 507, West Palm Beach, FL 33401

IN WITNESS WHEREOF, Benevento Financial, Inc. and Benevento Financial, LLC have caused these Articles of Merger to be signed in their respective names on this ____ day of May, 2003, and the undersigned President of Benevento Financial, Inc. and Member of Benevento Financial, LLC acknowledge these Articles of Merger to be the act of the Corporation and Company, respectively, and to the best of their knowledge, information and belief, the matters and

^{this Plan}
facts set forth in these Articles of Merger with respect to its authorization and approval are true in all material respects and that this statement is made under the penalties for perjury.

ATTEST:

BENEVENTO FINANCIAL, INC.
MERGING CORPORATION


Frank A. Benevento II, Secretary


Frank A. Benevento II, President

WITNESS

BENEVENTO FINANCIAL, LLC
SURVIVING COMPANY




Frank A. Benevento II, Member/Manager

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TALLAHASSEE, FLORIDA

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