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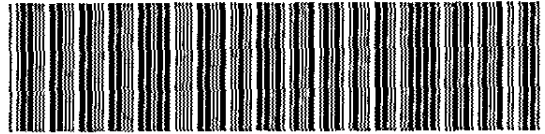
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Capitol Services, Inc.

2750 Old St. Augustine Rd., N-145

Tallahassee, FL 32301

(850) 878-4734
Kathi or Brent

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. TN-State Funding, L.L.C. 604-32150
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

ARTICLES OF MERGER
OF TRI-STATE WESTERN FINANCIAL SERVICES, LLC,
A NEVADA LIMITED LIABILITY COMPANY
INTO
TRI-STATE FUNDING, LLC,
A FLORIDA LIMITED LIABILITY COMPANY

M03000002690

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SECRETARY OF STATE

Pursuant to the provisions of Section 608.4382, et. seq. of the Florida Statutes, the undersigned limited liability companies adopt the following Articles of Merger for the purpose of merging TRI-STATE WESTERN FINANCIAL SERVICES, LLC, a Nevada limited liability company ("Tri-State Nevada") into TRI-STATE FUNDING, LLC, a Florida limited liability company ("Tri-State Florida").

1. The Plan of Merger was adopted by the members and managers of each of the undersigned Limited Liability Companies in the manner prescribed by the Florida Limited Liability Company Act and Chapter 86 of the Nevada Revised Statutes, as applicable. The Plan of Merger is attached to these Articles of Merger as Exhibit "A" and incorporated by reference herein. The effective date of the Plan of Merger is April 30, 2004.

2. The dates of adoption of the Plan of Merger by the members and managers of the undersigned limited liability companies were:

Name of Corporation

Date

Tri-State Florida,
a Florida limited liability company

April 26, 2004

Tri-State Nevada,
a Nevada limited liability company

April 26, 2004

3. All of the members and managers of Tri- State Florida voted in favor of the merger and such votes were sufficient for approval. All of the members and managers of

Tri-State Nevada voted in favor of the merger and such votes were sufficient for approval.

DATED: April 27, 2004.

TRI-STATE FUNDING, LLC, a Florida limited liability company

By: Tri-State Funding, a Wyoming Statutory Trust, Manager

By: _____
As its: Trustee

"Tri-State Florida"

TRI-STATE WESTERN FINANCIAL SERVICES, LLC, a Nevada limited liability company

By: Tri-State Funding, a Wyoming Statutory Trust, Manager

By: _____
As its: Trustee

"Tri-State Nevada"

EXHIBIT "A"
PLAN OF MERGER

THIS PLAN OF MERGER dated April 26, 2004, by and between TRI-STATE FUNDING, LLC, a Florida a limited liability company (hereinafter referred to as "Tri-State Florida" or "Surviving Company"), and TRI-STATE WESTERN FINANCIAL SERVICES, LLC, a Nevada limited liability company (hereinafter referred to as "Tri-State Nevada" or "Absorbed Company").

WITNESSETH:

WHEREAS, Tri-State Florida is a limited liability company organized and existing under the laws of the State of Florida with its principal office at 1819 Main Street, Suite 610, Sarasota, Florida 34236; and

WHEREAS, Tri-State Florida has one hundred (100) membership interest units currently issued and outstanding; and

WHEREAS, Tri-State Nevada is a company organized and existing under the laws of the State of Nevada, with its principal office at 1912 Capitol Avenue, Suite 406, Cheyenne, WY, 82003-0087; and

WHEREAS, Tri-State Nevada has one hundred (100) membership interest units currently issued and outstanding; and

WHEREAS, the members and managers of the constituent companies deem it desirable and in the best interest of the companies and their members that Tri-State Nevada be merged into Tri-State Florida pursuant to the provisions of Sections 608.438, et. seq. of the Florida Limited Liability Company Act.

NOW THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the constituent companies agree as follows:

SECTION ONE - MERGER

Effective April 30, 2004, Tri-State Nevada shall merge with and into Tri-State Florida, which will be the Surviving Company. The name of the Surviving Company shall be Tri-State Funding, LLC, a Florida limited liability company.

SECTION TWO - TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the Absorbed Company shall cease, and the Surviving Company shall succeed to all the rights, privileges, immunities and franchises, and all of the property, real, personal and mixed of the Absorbed Company, without the necessity for any separate transfer. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Company, and neither the rights of creditors nor any liens on the property of the Absorbed Company shall be impaired by this merger.

SECTION THREE - CONVERSION OF SHARES

Upon the effective date of the Merger, each issued and outstanding membership interest unit of the Absorbed Company shall be converted into one (1) membership interest unit of the Surviving Company.

SECTION FOUR - STATUS UNDER THE INTERNAL REVENUE CODE

The Surviving Company will continue to be treated as a multi-member limited liability company under the Internal Revenue Code of 1986, as amended. When the Absorbed

Company, a Nevada limited liability company, shall cease on the effective date of the merger, the taxable year of the Absorbed Company will end.

SECTION FIVE - CHANGES IN ARTICLES OF ORGANIZATION

The Articles of Organization of the Surviving Company shall continue to be its Articles of Organization following the effective date of the merger.

SECTION SIX - CHANGES IN OPERATING AGREEMENT

The Operating Agreement of the Surviving Company shall continue to be its Operating Agreement following the effective date of the merger.

SECTION SEVEN - MANAGERS

The Surviving Company shall be managed by one or more managers and such manager(s) shall have the powers, duties and obligations as set forth in the Surviving

Company's Operating Agreement. The MANAGER is TRI-STATE FUNDING, a statutory trust, 1819 Main Street, Suite 610, Sarasota, FL 34236.

SECTION EIGHT - APPROVAL BY MEMBERS AND MANAGERS

This Plan of Merger shall be submitted for the approval of the members and managers of the constituent companies in the manner provided by the applicable laws of the State of Nevada and the State of Florida at meetings to be held on or before April 26, 2004, or at such other times as to which the members and managers of the constituent companies may agree.

SECTION TEN - EFFECTIVE DATE OF MERGER

The effective date of this merger shall be April 30, 2004.

SECTION ELEVEN - EXECUTION OF AGREEMENT

This Plan of Merger may be executed in any number of counterparts and each such counterpart shall constitute an original instrument.

Date: April 27, 2004.

TRI-STATE FUNDING, LLC, a Florida limited liability company

By: Tri-State Funding, a Wyoming Statutory Trust, Manager

By: _____
As its: Trustee

"Tri-State Florida"

TRI-STATE WESTERN FINANCIAL SERVICES, LLC, a Nevada limited liability company

By: Tri-State Funding, a Wyoming Statutory Trust, Manager

By: _____
As its: Trustee

"Tri-State Nevada"

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