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**MERGER OR SHARE EXCHANGE**

**LINCOLN CAPITAL HOLDINGS LLC.**

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**ARTICLES OF MERGER**

**OF**

**LINCOLN FINANCIAL HOLDINGS LLC AND LINCOLN CAPITAL HOLDINGS LLC.**

**PURSUANT TO** the provisions of Section 607.1109 and Section 608.4382 of the Florida Statutes, the undersigned hereby certify that:

**FIRST:** That a Plan of Merger has been entered into as of the 14<sup>th</sup> day of February, 2008, by and among LINCOLN FINANCIAL HOLDINGS LLC and LINCOLN CAPITAL HOLDINGS LLC ("Plan of Merger").

**SECOND:** That the name and state of each of the constituent corporations is LINCOLN FINANCIAL HOLDINGS LLC a Florida limited liability company, and LINCOLN CAPITAL HOLDINGS LLC, a Nevis limited liability company. The Plan of Merger provides for the merger of LINCOLN FINANCIAL HOLDINGS LLC into LINCOLN CAPITAL HOLDINGS LLC.

**THIRD:** That the name of the surviving company is LINCOLN CAPITAL HOLDINGS LLC.

**FOURTH:** That the Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the laws of the State of Florida. The Plan of Merger was approved by the Board of Directors and Shareholders of LINCOLN FINANCIAL HOLDINGS LLC on the 14<sup>th</sup> day of February, 2008 and by the Manager and Members of LINCOLN CAPITAL HOLDINGS LLC on the 14<sup>th</sup> day of February, 2008.

**FIFTH:** After the effective date of the merger, the Articles of Organization of the surviving entity shall be identical to the surviving entity's Articles of Organization prior to the merger.

**SIXTH:** That the Plan of Merger is on file at the principal place of business of LINCOLN CAPITAL HOLDINGS LLC, the surviving entity, the address of which is Main Street 556, Charlestown, Nevis.

**SEVENTH:** That a copy of the Plan of Merger will be furnished by the surviving entity, on request and without cost, to any stockholder or member of any corporation made a party thereto.

**EIGHTH:** The authorized units of LINCOLN CAPITAL HOLDINGS LLC is 1000 membership units ("Unit"). The authorized Units of LINCOLN FINANCIAL HOLDINGS LLC is 100. Each Unit in LINCOLN CAPITAL HOLDINGS LLC represents ownership interest in LINCOLN CAPITAL HOLDINGS LLC. Each Unit in LINCOLN FINANCIAL HOLDINGS LLC represents ownership interest in LINCOLN FINANCIAL HOLDINGS LLC. Each unit of

LINCOLN CAPITAL HOLDINGS  
AND LINCOLN FINANCIAL HOLDINGS LLC  
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LINCOLN FINANCIAL HOLDINGS LLC issued and outstanding immediately prior to the effective date of the merger, by reason of the Merger, shall be converted into and become one Unit of LINCOLN CAPITAL HOLDINGS, the surviving entity, upon the effective date of the merger, and each Unit of LINCOLN FINANCIAL HOLDINGS immediately prior to the effective date shall thereupon become and be deemed for all company purposes to evidence the ownership of the same number of fully paid Units of the surviving company.

NINTH: That the merger of LINCOLN FINANCIAL HOLDINGS into LINCOLN CAPITAL HOLDINGS shall become effective on the Effective Date as that term is defined Article I, Section 1 of the Plan of Merger.

IN WITNESS WHEREOF, the constituent entities have caused these Articles of Merger to be executed and attested to by its duly authorized officers on this 14 day of February, 2008.

LINCOLN FINANCIAL HOLDINGS LLC,  
a Florida limited liability company

By:   
Timothy D. Richards, Manager

LINCOLN CAPITAL HOLDINGS LLC,  
a Nevis limited liability company

By its Manager: SwissCo Trust GmbH, a Swiss Corporation

By:   
Timothy D. Richards, Director of Manager

LINCOLN CAPITAL HOLDINGS  
AND LINCOLN FINANCIAL HOLDINGS LLC  
ARTICLES OF MERGER

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**PLAN OF MERGER**

**BETWEEN**

**LINCOLN FINANCIAL HOLDINGS LLC AND LINCOLN CAPITAL HOLDINGS LLC**

THIS PLAN OF MERGER ("Plan") is entered into this 14<sup>th</sup> day of February, 2008 between LINCOLN FINANCIAL HOLDINGS LLC, a Florida limited liability company ("FLCO") and LINCOLN CAPITAL HOLDINGS LLC a Nevis limited liability company ("NEVCO").

**WITNESSETH**

WHEREAS, the Manager of FLCO and the Manager of NEVCO deem it desirable and in the best business interests of FLCO and its members and NEVCO and its members that FLCO be merged into NEVCO upon the terms and subject to the conditions set forth in this Plan.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, representations and warranties herein contained the parties hereto agree as follows:

**ARTICLE I**

**Merger**

Section 1. Surviving Entity. At the Effective Date, as defined in Section 2, FLCO shall be merged into NEVCO, forming one entity, which shall be referred to herein as the "Surviving Entity".

Section 2. Effective Date. Subject to the terms of this Plan, the Merger shall become effective upon the filing with the office of the Secretary of State ("Effective Date"). Articles of Merger shall be filed with the State of Florida and in substantially the form of Exhibit "A" attached hereto or such other form reasonably satisfactory to the parties hereto (the "Articles of Merger") and consistent with this Plan.

Section 3. Further Assurance. If, at any time after the Effective Date, either party shall decide that any further assignments, assumptions or other instruments are necessary or desirable to vest, perfect or confirm of record or otherwise, in either party the title to any property or right acquired or to be acquired by reason or as a result of the Merger, the Manager of the Surviving Entity or, as the case may be Manager of FLCO shall execute and deliver all deeds, assignments and other instruments and do all things reasonably necessary to properly vest, perfect and confirm title to such property or rights and otherwise to carry out the terms and conditions of this Plan.

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**Section 4. Regulations.** The Operating Agreement of NEVCO in effect immediately prior to the Effective Date shall be and, until amended as provided therein, continue to be the Operating Agreement of the Surviving Entity after the Effective Date.

**Section 5. Articles of Organization of NEVCO.** The Articles of Organization of NEVCO, as amended and in effect immediately prior to the Effective Date shall be and, until further amended as provided by law, continue to be the Articles of Organization of the Surviving Entity.

**Section 6. Manager(s).** The Manager(s) of NEVCO immediately prior to the Effective Date shall constitute the Manager(s) of the Surviving Entity after the Effective Date until his or her successor(s) shall have been elected and qualified as provided in the Operating Agreement of the Surviving Entity and in this Plan.

## **ARTICLE 2**

### **Cancellation of Membership Units at the Effective Date**

Each Membership Units of FLCO issued and outstanding immediately prior to the Effective Date, by reason of the Merger, shall be cancelled on the Effective Date.

## **ARTICLE 3**

### **Effect of Merger**

**Section 1. Upon the Effective Date:**

a) FLCO and NEVCO shall become a single entity of which NEVCO shall be the Surviving Entity and continue its existence under the laws of Nevia. The name of the Surviving Entity shall be LINCOLN CAPITAL HOLDINGS LLC. For purposes of the Internal Revenue Code (I.R.C.) as amended in 1986, this transaction shall be deemed to be composed of the following steps:

(b) The separate existence of FLCO shall cease, and the Surviving Entity shall possess all the rights, privileges, immunities and franchises of FLCO. On the Closing Date, all property, real, personal and mixed, debts and all other choses in action and all and every other interest of or belonging to or due to FLCO shall be transferred to the Surviving Entity. The title to any real estate, or any interest therein, vested in FLCO shall not revert or be in any way impaired by reason of the Merger. The Surviving Entity shall thenceforth be responsible and liable for all the liabilities and obligations of FLCO. The Merger shall impair neither the rights of creditors nor any liens upon the property of FLCO.

**Section 2. Manner and Basis of Converting Interests.** The membership units of FLCO are 100 units ("Unit"). The membership units of NEVCO are 1000 units. Each Unit in NEVCO represents ownership interest in NEVCO. The membership units of FLCO are 1000 units. Each Unit

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in FLCO represents ownership interest in FLCO. Each Unit of FLCO issued and outstanding immediately prior to the Effective Date of the Merger, by reason of the Merger, shall be converted into and become one membership Unit of NEVCO, the Surviving Entity, upon the effective date of the Merger, and each Unit of FLCO immediately prior to the effective date shall thereupon become and be deemed for all purposes to evidence the ownership of the same number of fully paid Units of the Surviving Entity.

#### **ARTICLE 4**

##### **Representations and Warranties of**

##### **LINCOLN CAPITAL HOLDINGS LLC**

NEVCO represents and warrants to FLCO as follows:

Due Organization, Etc. NEVCO is a duly organized and validly existing limited liability company in good standing under the laws of Nevada and satisfactory evidence of such good standing has been or will promptly be delivered to FLCO.

#### **ARTICLE 5**

##### **Representations and Warranties of**

##### **LINCOLN FINANCIAL HOLDINGS LLC**

FLCO represents and warrants to NEVCO as follows:

Due Organization, Etc. FLCO is a duly organized and validly existing limited liability company in good standing under the laws of the State of Florida and satisfactory evidence of such good standing has been or will promptly be delivered to NEVCO.

#### **ARTICLE 6**

##### **Successors and Assigns**

All terms, covenants, representations, warranties and conditions of this Plan shall be binding upon and inure to the benefit of and be enforceable by the parties hereto and their respective successors and assigns.

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**ARTICLE 7**

**MANAGERS**

Pursuant to Section 607.1101(2)(a) of the Florida Statutes, the name and business address of the Manager(s) of NEVCO is as follows:

SwissCo Trust GmbH  
Weiplatz 10  
8001 Zurich  
Switzerland

**ARTICLE 8**

**General Provisions**

**Section 1. Place of Closing, Closing Date.** The closing shall take place at the offices of Richards & Associates, P.A., 2665 South Bayshore Drive, Suite 703, Miami, Florida, 33133 on or before the tenth (10th) day following the Effective Date or at such other place, and at such time, as the parties may mutually agree ("Closing Date").

**Section 2. Entire Understanding.** This Plan constitutes the entire agreement and supersedes all prior agreements, both written and oral, between the parties hereto with respect to the subject matter hereof.

**Section 3. Waivers.** The failure of any party at any time or times to require performance of any provision hereof shall in no manner affect its right at a later time to enforce the same. No waiver by any party of any condition of any breach of any term, covenant, representation or warranty contained in this Plan shall be effective unless in writing, and no waiver in any one or more instances shall be deemed to be a further continuing waiver of any such condition or breach in other instances or a waiver of any other condition or breach of any other term, covenant, representation or warranty.

**Section 4. Termination.** At any time prior to the filing of the Articles of Merger with FLCO and NEVCO, either party may terminate this Plan hereto.

**Section 5. Counterparts.** This Plan may be executed simultaneously in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

**Section 6. Heading.** The headings preceding the text of sections of this Plan are for convenience only and shall not be deemed part of this Plan.

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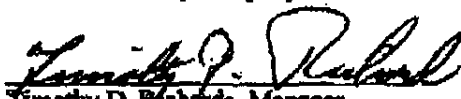
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**Section 7. Applicable Law.** This Plan shall be governed, construed and enforced in accordance with the laws of the State of Florida.

**IN WITNESS WHEREOF**, the parties have hereto set their hands and seals as of the date first above written.

**LINCOLN FINANCIAL HOLDINGS LLC**  
a Florida limited liability company

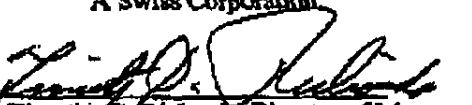
By:

  
Timothy D. Richards, Manager

**LINCOLN CAPITAL HOLDINGS LLC**  
a Nevis limited liability company

By Manager: SwissCo Trust GmbH  
A Swiss Corporation

By:

  
Timothy D. Richards, Director of Manager

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