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(City/State/Zip/Phone #)

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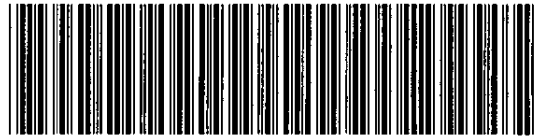
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08 APR 30 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M. Thomas MAY - 1 2008

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Leedom Financial Services, LLC

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

Please return all correspondence concerning this matter to:

Sonya C. Terry
TANNER & GUIN, LLC
PO Box 3206
Tuscaloosa, AL 35403-3206

For further information concerning this matter, please call:

Sonya Terry at (205) 633-0240

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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TALLAHASSEE, FLORIDA

CERTIFICATE OF MERGER

This Certificate of Merger is entered into pursuant to Section 608.4382 of the Florida Limited Liability Company Act (the "Act").

The name of the merging limited liability company is Leedom Financial Services, LLC, a Florida limited liability company. 104-59403

The name of the surviving limited liability company is Leedom Financial Services, LLC, a Delaware limited liability company.

The attached Plan of Merger has been approved and executed by both limited liability companies in accordance with the provisions of Chapter 608 of the Act and the applicable laws of Delaware.

This merger shall become effective on the date of filing of this Certificate of merger.

The principal place of business of the surviving limited liability company is 1819 Main Street, Suite 1002, (P.O. Box 26697, Sarasota, Florida 34277), Sarasota, FL 34236.

The surviving limited liability company agrees to pay to any members with appraisal rights the amount to which such members are entitled under Sections 608.4351-608.43595 of the Act.

The Florida Department of State may use the following street and mailing address for the purposes of Section 48.181 of the Act:

Street Address

1819 Main Street, Suite 1002
Sarasota, FL 34236

Mailing Address

P.O. Box 26697
Sarasota, Florida 34277

The surviving entity appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of Leedom Financial Services, LLC, a Florida limited liability company, including any appraisal rights of its members under Sections 608.4351-608.43595 of the Act.

IN WITNESS WHEREOF, said limited liability companies have caused this certificate to be signed by an authorized person, this 14th day of April, 2008.

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08 APR 30 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

LEEDOM FINANCIAL SERVICES, LLC (Florida)

INTO

LEEDOM FINANCIAL SERVICES, LLC (Delaware)

PLAN OF MERGER between LEEDOM FINANCIAL SERVICES, LLC, a Delaware limited liability company (the "Surviving Entity") and LEEDOM FINANCIAL SERVICES, LLC, a Florida limited liability company (the "Merging Entity"). Said companies are sometimes hereinafter collectively referred to as the "Constituent Entities."

WITNESSETH THAT

WHEREAS, all the members of the Constituent Entities deem it advisable that the Merging Entity be merged into the Surviving Entity under the laws of the State of Delaware in the manner provided for in Title 6, Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act") and under the laws of the State of Florida in the manner provided for in Section 608.4382 of the Florida Limited Liability Company Act (the "Florida Act"),

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Entities do hereby agree to merge upon the terms and conditions below stated:

SECTION 1. AGREEMENT TO MERGE

The Constituent Entities agree that the Merging Entity shall be merged into the Surviving Entity, which shall continue as a Delaware limited liability company.

SECTION 2. NAME OF SURVIVING ENTITY

The name of the Surviving Entity shall be "Leedom Financial Services, LLC."

SECTION 3. EFFECTIVE DATE OF MERGER

This merger shall become effective on the date of filing of the Certificate of Merger, or other appropriate certificate in the manner provided by law ("Effective Date").

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SECTION 4. EFFECT OF MERGER

On and after the Effective Date, Surviving Entity shall continue to exist as a limited liability company under the laws of the State of Delaware, with all of the rights and obligations as provided by the Act. On and after the Effective Date, Merging Entity shall cease to exist and its property, both real and personal, shall become the property of Surviving Entity. All contracts, liabilities, permits, licenses, and franchises of the Merging Entity shall be assumed and owned by the Surviving Entity.

SECTION 5. PLACE OF REGISTERED OFFICE OF SURVIVING ENTITY

The place in the State of Delaware where the registered office of the Surviving Entity is and shall continue to be located is 1819 Main Street, Suite 1002, (P.O. Box 26697, Sarasota, Florida 34277), Sarasota, FL 34236.

SECTION 6. PURPOSES OF SURVIVING ENTITY

The purposes of the Surviving Entity shall remain as set forth in its Certificate of Formation, and also to engage in any lawful act or activity for which limited liability companies may be formed under the Delaware Act.

SECTION 7. ARTICLES OF ORGANIZATION

The Certificate of Formation of the Surviving Entity after the merger shall be the Certificate of Formation of the Surviving Entity before the merger, as hereby amended.

SECTION 8. MANAGER AND OFFICERS

The Surviving Entity shall be manager-managed. Christopher M. Leedom, the present manager of the Constituent Entities, shall be the manager of the Surviving Entity after the merger. The officers of the Surviving Entity shall be the officers of the Merging Entity before the merger.

SECTION 9. REGISTERED AGENT

Business Filing Institute is and after the merger shall continue to be the registered agent for service of process of the Surviving Entity in the State of Delaware.

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TALLAHASSEE, FLORIDA

SECTION 10. MEMBERSHIP INTERESTS

The members of each Constituent Entity shall be members of the Surviving Entity. As Christopher M. Leedom is the sole member of each Constituent Entity, he will be the sole member of the Surviving Entity.

SECTION 11. ACCOUNTING

The assets of the Merging Entity shall be recorded in the accounts of the Surviving Entity at their book value as of the Effective Date.

The aggregate stated capital contributions and capital accounts of the Constituent Entities shall be the stated capital contributions and capital accounts of the Surviving Entity.

The taxpayer identification number and employer identification number of the Merging Entity shall become the taxpayer identification number and employer identification number of the Surviving Entity.

SECTION 12. APPROVAL

This Plan was approved by the members of the Constituent Entities in accordance with the laws of the State of Florida and the laws of the State of Delaware.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have caused this Agreement of Merger to be executed in the names and on behalf of their respective entities effective as of the 14th day of April, 2008.

**LEEDOM FINANCIAL SERVICES,
LLC, a Florida limited liability company**

By: [Signature]
Its: Manager

**LEEDOM FINANCIAL SERVICES,
LLC, a Delaware limited liability
company**

By: [Signature]
Its: Manager

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08 APR 30 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF MERGER

This Certificate of Merger is entered into pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

The name of the surviving limited liability company is Leedom Financial Services, LLC, a Delaware limited liability company.

The name of the limited liability company being merged into this surviving limited liability company is Leedom Financial Services, LLC, a Florida limited liability company.

The Plan of Merger has been approved and executed by both limited liability companies.

The executed Plan of Merger is on file at 1819 Main Street, Suite 1002, Sarasota FL 34236, the principal place of business of the surviving limited liability company.

The surviving entity's name will be Leedom Financial Services, LLC.

A copy of the Plan of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

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08 APR 30 PM 1:06
SECRETARY OF STATE
TREASURER, FLORIDA

IN WITNESS WHEREOF, said limited liability companies have caused this certificate to be signed by an authorized person, this 14th day of June, 2008.

**LEEDOM FINANCIAL SERVICES,
LLC, a Florida limited liability company**

By: 

Its: Manager

**LEEDOM FINANCIAL SERVICES,
LLC, a Delaware limited liability
company**

By: 

Its: Manager

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