

L05000009796

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(Address)

(Address)

(City/State/Zip/Phone #)

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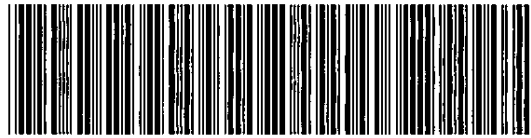
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

APR 23 2009

EXAMINER

CHAPMAN, CHAPMAN & CHAPMAN, P. A.

ATTORNEYS AND COUNSELLORS AT LAW
1920 GOLF STREET
SARASOTA, FLORIDA 34236-6997

Kenneth D. Chapman
Kenneth D. Chapman, Jr.
Forrest Chapman (1891-1967)

Telephone 366-1600
Telefax 366-1601
Area Code (941)

April 21, 2009

Via UPS

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

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09 APR 22 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Certificate of Merger – Core ASP, LLC into New Core Banking Systems, LLC
Articles of Merger – New Core Banking Systems, LLC into New Core Holdings, Inc.

To Whom It May Concern:

Enclosed please find the following merger documents for filing in the following order:


1. File First:
Certificate of Merger – Core ASP, LLC into New Core Banking Systems, LLC with
Plan of Merger attached
2. File Second:
Articles of Merger – New Core Banking Systems, LLC into New Core Holdings, Inc.
with Plan of Merger attached

Also enclosed is our check in the sum of \$120.00 to cover the filing fee for both mergers.

Please contact this office if there is any problem with the filing of these documents.

Thank you.

Very truly yours,
CHAPMAN, CHAPMAN & CHAPMAN, P.A.



Denise J. DeNitto, Paralegal

Enclosures

FILE FIRST

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: New Core Banking Systems, LLC
(Name of Surviving Party)

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

Please return all correspondence concerning this matter to:

Kenneth D. Chapman, Jr.

(Contact Person)

Chapman, Chapman & Chapman, P.A.

(Firm/Company)

1920 Golf Street

(Address)

Sarasota, FL 34236

(City, State and Zip Code)

For further information concerning this matter, please call:

Kenneth D. Chapman, Jr. at (941) 366-1600

(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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Core ASP, LLC	Florida	LLC L0700049117
New Core Banking Systems, LLC	Florida	LLC L05000009796
_____	_____	_____
_____	_____	_____

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>
New Core Banking Systems, LLC	Florida	LLC L05000009796

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:

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: _____

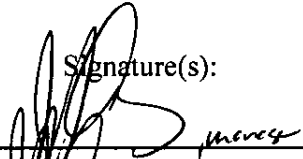
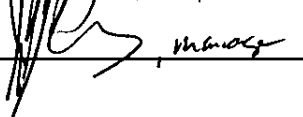
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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Core ASP, LLC		John Aranowicz, Manager
New Core Banking Systems, LLC		John Aranowicz, Manager

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u>	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

<u>Certified Copy (optional):</u>	\$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>
Core ASP, LLC	Florida	LLC
New Core Banking Systems, LLC	Florida	LLC

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>
New Core Banking Systems, LLC	Florida	LLC

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

See attached "Plan of Merger"

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TALLAHASSEE, FLORIDA

(Attach additional sheet if necessary)

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached "Plan of Merger"

(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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached "Plan of Merger"

(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:

See attached "Plan of Merger"

(Attach additional sheet if necessary)

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

See attached "Plan of Merger"

(Attach additional sheet if necessary)

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Attachment to Certificate of Merger

PLAN OF MERGER

FOR

CORE ASP, LLC

AND

NEW CORE BANKING SYSTEMS, LLC

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TALLAHASSEE, FLORIDA

1. **Names of Merging Limited Liability Companies:** CORE ASP, LLC ("ASP"), a Florida limited liability company, shall be merged with and into NEW CORE BANKING SYSTEMS, LLC ("NCBS"), a Florida limited liability company.

2. **Name and Form of Entity and Jurisdiction of Surviving Entity:** The name of the surviving entity is and shall be NEW CORE BANKING SYSTEMS, LLC, a Florida corporation

3. **Terms and Conditions of the Proposed Merger**

3.1 **The Merger:** The merger of ASP into NCBS (the "Merger") shall occur at the Effective Time, as defined below, at which time the separate existence of ASP shall cease. NCBS shall be the surviving limited liability company (the "Surviving Company") and its limited liability existence, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger. (ASP and NCBS are hereinafter sometimes collectively referred to as the "Constituent Companies.").

3.2 **The Surviving Company:** The Surviving Company, without any further act or deed, shall (a) have the purposes and possess all the rights, privileges, immunities, powers, franchises and authority, both public and private, and be subject to all the restrictions, disabilities, duties and liabilities of the Constituent Companies, and neither the rights of creditors nor any liens upon the property of either the Constituent Companies shall be impaired by the Merger; (b) be vested with all the assets and property, whether real, personal or mixed, and every interest therein, wherever located, belonging to each of the Constituent Companies; and (c) be liable for all of the obligations and liabilities of each Constituent Company existing immediately prior to the Effective Time. The title to any real estate or any interest therein vested in either of the Constituent Companies shall not revert or in any way be impaired by reason of the Merger.

3.3 **Articles of Organization:** The Articles of Organization of NCBS as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Company until the same shall thereafter be altered, amended or repealed in accordance with the Florida Limited Liability Company Act ("FLLCA").

3.4 **Operating Agreement:** The Operating Agreement of NCBS as in effect immediately prior to the Effective Time shall be the Operating Agreement of the

Surviving Company until such shall thereafter be altered, amended or repealed in the manner provided for in such Operating Agreement and in accordance with FLLCA.

3.5 **Managers and Officers:** The Board of Managers of the Surviving Company shall consist of John Aranowicz and Randy Clements and the officers of the Surviving Company shall be as follows:

Officers

President and Treasurer	<u>John Aranowicz</u>
Vice President	<u>Randy Clements</u>

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until their successors are elected and qualified.

4. **Manner and Basis of Converting Membership Units:** The Merging Company shall merge with and into the Surviving Company. The separate existence of the Merging Company shall cease. All properties, franchises and rights belonging to the Merging Company, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Company, which shall thenceforth be responsible for all the liabilities and obligations of each company.

At the effective time, by virtue of the Merger, each 6.919794 units of ASP Membership Interest shall be converted into the right to receive One (1) membership interest units of NCBS (the "Merger Consideration"). The ASP Members are also entitled to such other Merger Consideration as set forth in the Merger Agreement.

At the effective time, all membership units of ASP issued and outstanding immediately prior to the effective time shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each holder of a certificate representing any such membership units shall cease to have any rights with respect thereto, except the right to receive the Initial Merger Membership Units and Contingent Merger Membership Units as set forth in the Agreement and Plan of Merger between the parties.

5. **Approval by ASP Members.** The Agreement and Plan of Merger was adopted on or about April 20, 2009 pursuant to Section 608.7381(2) of the Florida Statutes by the Members of ASP. The number of votes cast by the Members was sufficient for approval by the Members.

6. **Approval by NCBS.** The Agreement and Plan of Merger was unanimously adopted by all of the Managers of NCBS by written consent of such Managers on or about April 20, 2009, and Member approval was not required.

7. **Effective Time of the Merger:** The Merger shall become effective at the time of the filing of the Articles of Merger (the "Effective Time").