

L070000073855

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TALLAHASSEE, FLORIDA

D. BRUCE

AUG 23 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SERM International, LLC
Name of Surviving Party
L07000073855

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

Please return all correspondence concerning this matter to:

David Daniels
Contact Person
SERM International, LLC
Firm/Company
5401 S Kirkman Rd, Suite 310
Address
Orlando, FL 32819
City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David Daniels at (321) 945-7973
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>
SERM International	Florida	LLC LD7-73855
Reputation Professor	Florida	LLC LD9-117594

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>
SERM International	Florida	LLC

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:

5401 S. Kirkman Rd.
Orlando, Florida 32819

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:
<u>SERM International</u>	<u>[Signature]</u>	<u>David Daniels</u>
<u>Reputation Professor</u>	<u>[Signature]</u>	<u>David Daniels</u>
_____	_____	_____
_____	_____	_____

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

Fees:

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

Certified Copy (optional): \$30.00

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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>
<u>SERM International</u>	<u>Florida</u>	<u>LLC</u>
<u>Reputation Professor</u>	<u>Florida</u>	<u>LLC</u>

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>
<u>SERM International</u>	<u>Florida</u>	<u>LLC</u>

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

At the effective time of the merger, the effect
of the merger shall be as provided in the provisions
of applicable law. All property, rights, privileges,
powers and franchises shall vest in the
surviving limited liability company. All
debts, liabilities and duties shall become the
debts, liabilities and duties of the surviving
Limited Liability Company.

(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:

At the effective time of the merger, any Reputation Professor interest, shares, obligations or other securities that is issued or outstanding shall be cancelled and retired and all rights in respect thereof shall cease to exist without any conversion thereof or payment therefor and no consideration from SERM International shall be delivered in exchange therefor.

(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:

At the effective time of the merger, any Reputation Professor interest, shares, obligations or other securities that is issued or outstanding shall be cancelled and retired and all rights in respect thereof or payment shall cease to exist without any conversion thereof any payments therefor and no consideration from SERM International shall be delivered.

(Attach additional sheet if necessary)

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ALLAHABAD

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

No statements

(Attach additional sheet if necessary)

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

No other provisions

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA