

L070000076994

(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

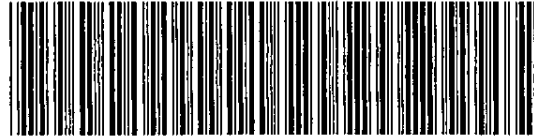
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Certificates of Status ☐

Special Instructions to Filing Officer:

Merger

Office Use Only



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03/12/12--01033--005 \*\*55.00

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2012 MAR 29 AM 9:24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. SAULSBERRY  
EXAMINER

MAR 29 2012

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** IBELIEVE, 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:

Mitchell A. Bragg

Contact Person

Ascentage Law, PLLC

Firm/Company

2 Pillsbury Street, Suite 405

Address

Concord, NH 03301

City, State and Zip Code

info@ascentagelaw.com

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

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TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Mitchell A. Bragg

Name of Contact Person

at ( 603 )

227-0500

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

**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>
IBELIEVE, LLC	Florida	LLC
IBELIEVE, LLC	Massachusetts	LLC

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**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>
IBELIEVE, LLC	Massachusetts	LLC

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**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.

**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:

IBELIEVE, LLC

55 Greenwich Street, Apt. 2

Boston, MA 02120

**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: \_\_\_\_\_

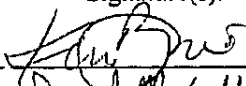
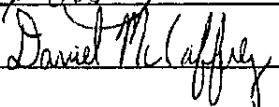
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TALLAHASSEE, FLORIDA

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>IBELIEVE, LLC (Florida)</u>		<u>Kevin Bickart, Manager</u>
<u>IBELIEVE, LLC (Mass.)</u>		<u>Daniel McCaffrey, Manager</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

<b><u>Fees:</u></b> 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

<b><u>Certified Copy (optional):</u></b>	\$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>
IBELIEVE, LLC	Florida	LLC
IBELIEVE, LLC	Massachusetts	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>
IBELIEVE, LLC	Massachusetts	LLC

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

IBELIEVE, LLC (Florida) will merge into IBELIEVE, LLC (Mass.). The surviving entity will be IBELIEVE, LLC (Mass.).

*(Attach additional sheet if necessary)*

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**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:

The surviving entity hereby accepts and assumes all interests, shares, obligations,  
and other securities of each merged party, which shall thereafter be governed by  
the operating agreement of the surviving entity.

*(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:

The manner and basis of converting rights to acquire the interests, shares,  
obligations, or other securities of each merged party shall be governed by the  
operating agreement of the surviving entity.

*(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 "Certificate of Merger of IBELIEVE, LLC" to be filed with the  
Commonwealth of Massachusetts and "Certificate of Merger for Florida Limited  
Liability Company" to be filed with the State of Florida.

*(Attach additional sheet if necessary)*

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

None.

*(Attach additional sheet if necessary)*

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**CERTIFICATE OF MERGER OF**  
**IBELIEVE, LLC**

IBELIEVE, LLC, a limited liability company organized and existing under the Massachusetts Limited Liability Company Act (IBELIEVE MA) and IBELIEVE, LLC a limited liability company organized and existing under the Florida Limited Liability Company Act (IBELIEVE FL), do hereby agree and certify:

1. The name, address, employer identification number, state of organization and date of organization of each business entity involved in the merger is as follows:

(a) **IBELIEVE MA**, 55 Greenwich Street, Apt. 2, Boston, Massachusetts 02120, was organized under the law of the Commonwealth of Massachusetts on February 24, 2012. IBELIEVE MA's federal identification number is 45-4614301.

(b) **IBELIEVE FL**, 1777 SE 15<sup>th</sup> Street 219 Fort Lauderdale, Florida 33316, was organized under the laws of the State of Florida on July 26, 2007. IBELIEVE FL's federal identification number is 26-0593084.

2. The Plan of Merger was duly adopted by IBELIEVE MA in accordance with the provisions of the Massachusetts Limited Liability Company Act and its operating agreement and by IBELIEVE FL in accordance with the Florida Limited Liability Company Act and its operating agreement.

3. The surviving entity shall be IBELIEVE MA (the "Surviving Entity") which shall continue its existence as the Surviving Entity under its present name upon the effective date of the merger pursuant to the Massachusetts Limited Liability Company Act and is subject to the Certificate of Organization in Appendix A attached hereto and any amendments thereto which may be approved in the future.

4. The Plan of Merger will be kept on file at the principal office the Surviving Entity. A copy of the Plan of Merger will be furnished by the Surviving Entity upon request and without cost to any member of the LLC or to any person holding an interest in any other business entity.

Executed on February 28, 2012.

IBELIEVE MA

By: Daniel McCaffrey  
Daniel McCaffrey, Manager

IBELIEVE FL

By: [Signature]  
Kevin Bickart, Manager

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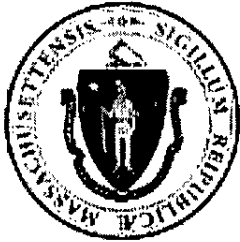
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Appendix A

**CERTIFICATE OF ORGANIZATION FOR SURVIVING ENTITY**

See attached.

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TALLAHASSEE, FLORIDA



**The Commonwealth of Massachusetts**  
**William Francis Galvin**

Minimum Fee: \$500.00

Secretary of the Commonwealth, Corporations Division  
One Ashburton Place, 17th floor  
Boston, MA 02108-1512  
Telephone: (617) 727-9640

**Certificate of Organization**

(General Laws, Chapter )

Federal Employer Identification Number: 454614301 (must be 9 digits)

1. The exact name of the limited liability company is: IBELIEVE, LLC

**2a. Location of its principal office:**

No. and Street: 55 GREENWICH STREET  
APT. 2  
City or Town: BOSTON State: MA Zip: 02120 Country: USA

**2b. Street address of the office in the Commonwealth at which the records will be maintained:**

No. and Street: 55 GREENWICH STREET  
APT. 2  
City or Town: BOSTON State: MA Zip: 02120 Country: USA

**3. The general character of business, and if the limited liability company is organized to render professional service, the service to be rendered:**

PERSONAL DEVELOPMENT AND CONSULTING

**4. The latest date of dissolution, if specified:**

**5. Name and address of the Resident Agent:**

Name: MITCHELL A. BRAGG  
No. and Street: ASCENTAGE LAW, PLLC  
ONE BROADWAY, 14TH FLOOR  
City or Town: CAMBRIDGE State: MA Zip: 02142 Country: USA

I, MITCHELL A. BRAGG resident agent of the above limited liability company, consent to my appointment as the resident agent of the above limited liability company pursuant to G. L. Chapter 156C Section 12.

**6. The name and business address of each manager, if any:**

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
MANAGER	DANIEL MCCAFFREY	55 GREENWICH STREET BOSTON, MA 02120 USA
MANAGER	KEVIN BICKART	55 GREENWICH STREET BOSTON, MA 02120 USA

7. The name and business address of the person(s) in addition to the manager(s), authorized to execute documents to be filed with the Corporations Division, and at least one person shall be named if there are no managers.

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<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address (no PO Box)</b> Address, City or Town, State, Zip Code
SOC SIGNATORY	MITCHELL A BRAGG	ONE BROADWAY, 14TH FLOOR CAMBRIDGE, MA 02142 USA

**8. The name and business address of the person(s) authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property:**

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address (no PO Box)</b> Address, City or Town, State, Zip Code
REAL PROPERTY	DANIEL MCCAFFREY	55 GREENWICH STREET BOSTON, MA 02120 USA
REAL PROPERTY	KEVIN BICKART	55 GREENWICH STREET BOSTON, MA 02120 USA

**9. Additional matters:**

**SIGNED UNDER THE PENALTIES OF PERJURY, this 24 Day of February, 2012,**  
**MITCHELL A. BRAGG**

*(The certificate must be signed by the person forming the LLC.)*

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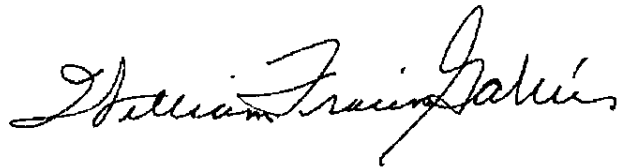
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MA SOC Filing Number: 201271895810 Date: 2/24/2012 1:09:00 PM

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears  
that the provisions of the General Laws relative to corporations have been complied with,  
and I hereby approve said articles; and the filing fee having been paid, said articles are  
deemed to have been filed with me on:

February 24, 2012 01:09 PM



WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*

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