

LO7000106997

Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
ASSURESIGN, LLC**

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1/30/15

Merger

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January 30, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ASSURESIGN, LLC
240 E. CENTRAL PKWY, STE 3020
ALTAMONTE SPRINGS, FL 32701

SUBJECT: ASSURESIGN, LLC
REF: L07000106997

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

ARTICLES OF MERGER, SECTION THIRD LISTS THE FLORIDA STATUTE NUMBERS AS 607, 608, 617, AND/OR 620 FOR THIS CROSS-ENTITY MERGER. THE CORRECT STATUTE NUMBERS THAT SHOULD BE LISTED ARE 607, 605, 617, AND/OR 620. PLEASE CORRECT THE 608 TO 605 IN THE DOCUMENT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist III

FAX Aud. #: H15000023377
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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF MERGER OF
D SQUARED HOLDINGS, INC.
AND
THIRD PARTY VERIFICATION, INC.
WITH AND INTO
ASSURESIGN, LLC**

The following Articles of Merger are being submitted in accordance with Section(s) 607.1109, 605.1025, and/or 620.203, Florida Statutes:

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	D Squared Holdings, Inc. 25442 McDowell Court Sorrento, FL 32776 Florida Document/Registration Number: P02000099967 FEI Number: 32-0033591	Florida	corporation
2.	Third Party Verification, Inc. 801 International Parkway, Suite 500 Lake Mary, FL 32746 Florida Document/Registration Number: P00000083593 FEI Number: 59-3676291	Florida	corporation

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15 JAN 30 AM 11:10
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TALLAHASSEE, FLORIDA

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
	AssureSign, LLC 801 International Parkway, Suite 500 Lake Mary, FL 32746 Florida Document/Registration Number: L07000106997 FEI Number: 26-1816210	Florida	limited liability company

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 connection with Chapter(s) 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

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FIFTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any, to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is: _____

SIXTH: The surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under Section(s) 607.1302, 620.205, and/or 605.1006, F.S.

SEVENTH: If not incorporated, organized or otherwise formed under the laws of the State of Florida, the surviving entity's principal office address in its home state, country or jurisdiction is as follows: N/A

EIGHTH: If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligations or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

NINTH: The merger shall become effective on the date of filing of these Articles of Merger, however, the parties agree that for accounting purposes, the merger shall be deemed effective as of January 1, 2015.

TENTH: Signature for each party.

Name of Entity

Signatures

Typed or Printed Name and Title of Individual

D Squared Holdings, Inc.



David W. Brinkman
President

Third Party Verification, Inc.



David W. Brinkman
President

AssureSign, LLC



David W. Brinkman
Manager

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PLAN OF MERGER

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. D Squared Holdings, Inc.	Florida	corporation
	Document Number: P02000099967	
2. Third Party Verification, Inc.	Florida	corporation
	Document Number: P00000083593	

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
AssureSign, LLC	Florida	limited liability company
	Document Number: L07000106997	

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

The merging parties shall be merged with and into the surviving party, and the separate existence of each merging party shall cease as of the effective date of this Plan of Merger. The surviving party shall retain the name of "ASSURESIGN, LLC" after the merger. As of the effective date of this Plan of Merger, the surviving party shall possess all of the right, privileges, powers and franchises of each merging party, of a public as well as private nature, and all property, real, personal or otherwise; of each merging party, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the surviving party without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the surviving party shall continue unaffected and unimpaired by the merger.

The Articles of Organization and the Operating Agreement of the surviving party, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of Organization and the Operating Agreement of the surviving party until duly amended in accordance with law, and no change to such Articles of Organization or Operating Agreement shall be affected by the merger hereunder. The person(s) who is/are the manager(s), director(s) and officer(s) of the surviving party immediately prior to the merger hereunder shall, after the merger, continue to serve as the manager(s), director(s) and officer(s) of the surviving party without change, subject to the provisions of the Articles of Organization and Operating Agreement of the surviving party and the laws of the State of Florida.

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

After the effective date of this Plan of Merger, by virtue of the merger and without any action on the part of the sole member of the merging party or the sole member of the surviving party, all of the issued and outstanding certificates representing units of interest in each merging party shall be cancelled. The issued and outstanding certificates representing ownership of units of interest in the surviving party shall not be affected by the merger under this Plan of Merger.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not Applicable

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

<u>Name(s) and Address(es) of General Partner(s)</u>	<u>If General Partner is a Non-individual, Florida Document/Registration Number</u>
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Not Applicable

SIXTH: If a limited liability company is the surviving entity, the name(s) and address(es) of the manager(s)/managing member(s) and officers are as follows:

<u>Name and Address</u>	<u>Title</u>
David W. Brinkman 801 International Parkway, Suite 500 Lake Mary, FL 32746	Manager, President, CEO

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized or incorporated are as follows:

Not Applicable

EIGHTH: Other provisions, if any, relating to the merger:

None.

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