

L08000057411

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

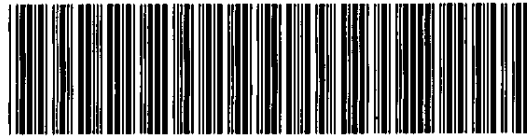
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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06/17/08--01002--017 **80.00

RECEIVED

08 JUN 16 PM 3:55

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

08 JUN 16 AM 8:35

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. KOHR

JUN 17 2008

EXAMINER



UCC FILING & SEARCH SERVICES, INC.
1574 Village Square Blvd Ste 100
Tallahassee, Florida 32309
(850) 681-6528

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OFFICE USE ONLY

June 16, 2008

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Clam Capital, LLC (NY) into Clam Capital, LLC (FL)

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
08 JUN 16 AM 8:35
TALLAHASSEE, FLORIDA

**Certificate of Merger
for
Florida Limited Liability Company**

FILED
08 JUN 16 AM 8:35
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Clam Capital, LLC	New York	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Clam Capital, LLC	Florida	Limited Liability Company 60800057411

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: Signatures for Each Party:


Name of Entity

Signature

Typed Name of Individual

Clam Capital, LLC

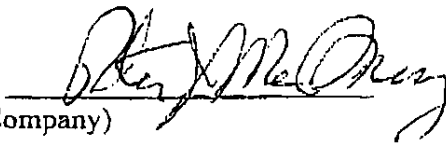
(a New York Limited Liability Company)

A handwritten signature in dark ink, appearing to read "Peter J. McSherry", written over a horizontal line.

Peter J. McSherry
Authorized Person

Clam Capital, LLC

(a Florida Limited Liability Company)

A handwritten signature in dark ink, appearing to read "Peter J. McSherry", written over a horizontal line.

Peter J. McSherry
Authorized Person

PLAN OF MERGER
for
CLAM CAPITAL, LLC and CLAM CAPITAL, LLC

This **PLAN OF MERGER** (the "Plan") for CLAM CAPITAL, LLC, a New York Limited Liability Company ("LLC") organized on the 25th day of June 2002 ("the New York LLC"), and CLAM CAPITAL, LLC, a Florida Limited Liability Company organized on the 11th day of JUNE 2008 ("the Florida LLC"), is made as of the 13th day of JUNE 2008, by and between PETER J. MCSHERRY, JOANNE B. MCSHERRY, MARIANNE LASALA, BARBARA DOLAN, PETER MCSHERRY, and BRIDGET HODGSON (the "Members"). (The New York LLC and the Florida LLC are sometimes hereinafter collectively referred to as the "Companies".)

WHEREAS, all Members of the New York LLC and the Florida LLC being the same, and all membership interest in the Companies being identical, the Members now wish to merge the existing New York LLC with the existing Florida LLC in accordance with the applicable laws of Florida and New York;

NOW THEREFORE, in accordance with all applicable Florida and New York statutes the Members hereby unanimously approve and consent to this Plan of Merger, merging the New York LLC with the Florida LLC, as provided herein;

AGREEMENT

FIRST: The exact name, form/entity type and jurisdiction for each merging party are as follows:

CLAM CAPITAL, LLC. A New York Limited Liability Company.

CLAM CAPITAL, LLC. A Florida Limited Liability Company.

SECOND: The exact name, form/entity type and jurisdiction of the surviving party is as follows:

CLAM CAPITAL, LLC. A Florida Limited Liability Company.

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

A. The merger shall be irrevocable, and shall take effect in accordance with the applicable State laws of Florida and New York, and applicable Federal Law.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each merged party, as well as the rights to acquire the interests, shares, obligations or other securities of each merged party into, the interests, shares, obligations or other securities of the survivor, or the rights to acquire the interests, shares, obligations or other securities of each merged party in whole or in part, into cash or other property are as follows:

A. Pursuant to the merger, each Member of the merging Companies will receive a percentage interest in

profits and capital of the surviving LLC equal to that Member's percentage interest in profits and capital of the merging Companies as of the effective time of the merger.

B. Pursuant to the merger all of the membership interests of the same class is treated equally with respect to any distribution of cash, property, rights, interests, or securities of the converted LLC, unless all Members of the class consent, and any non-redeemable membership interests of the merging Companies shall be converted only into non-redeemable interests of the surviving LLC, unless all holders of the non-redeemable interests consent.

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

A. **Unanimous Approval.** The Members hereby unanimously approve the Plan to merge the existing New York LLC and the Florida LLC into a surviving Florida domestic Limited Liability Company.

B. **Right to Examine Plan.** Upon the request of any Member of the merging LLCs, the surviving LLC shall deliver to such Member a copy of this Plan.

SIXTH: Other provisions relating to the merger are as follows:

A. **Continuity of Business, Assets, Liabilities, Etc.**

1. The merger shall not be deemed to affect any obligation or liability of the Companies prior to the merger, or the personal liability of any Member incurred prior to the merger.

2. Upon the merger taking effect, all of the following apply:

a. All the rights and property, whether real, personal, or mixed, of the Companies are vested in the surviving LLC.

b. All debts, liabilities, and obligations of the Companies continue as debts, liabilities, and obligations of the surviving LLC.

c. All rights of creditors and liens upon any property of the Companies shall be preserved unimpaired and remain enforceable against the surviving LLC to the same extent as against any merging LLC as if the merger had not occurred.

d. Any action or proceeding pending by or against the Companies may be continued against the surviving LLC as if the merger had not occurred.

3. A Member of the surviving LLC is liable for:

a. All obligations of the Companies for which the Member was personally liable before the merger.

b. All obligations of the surviving LLC incurred after the merger takes effect, for which the Member is personally liable after the merger.


4. A member of the surviving LLC remains liable for any and all obligations of the merging LLCs for which the member was personally liable before the merger, but only to the extent that the member was personally liable for the obligations of the merging LLCs prior to the merger.

5. When the merger becomes effective for all purposes of the laws of the States of Florida and New York, all of the rights, privileges and powers of the merging Companies, and all property, real, personal and mixed, and all debts due to the merging Companies, as well as all other things and causes of action belonging to the Companies, shall remain vested in the surviving LLC and shall be the property of such surviving LLC, and the title to any real property vested by deed or otherwise in such converting LLC shall not revert or be in any way impaired by reason of the merger, but all rights of creditors and all liens upon any property of the Companies shall be preserved unimpaired, and all debts, liabilities and duties of the Companies shall remain attached to the surviving LLC, and may be enforced against it to the same extent as if said debts, liabilities and duties had originally been incurred or contracted by it in its capacity as a New York LLC.

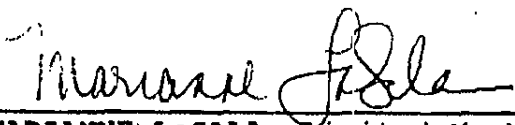
6. Unless otherwise agreed, for all purposes of the laws of the State of Florida, the New York LLC shall not be required to wind up its affairs or pay its liabilities and distribute its assets, and the merger shall not be deemed to constitute a dissolution of such other entity. The surviving

LLC shall be deemed to be the same entity as the merging Companies and the merger shall constitute a continuation of the existence of the Companies in the form of a Florida domestic Limited Liability Company.


IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger to be effective as of the date written above.


PETER J. MCSHERRY, Managing and
Limited Member


JOANNE B. MCSHERRY, Managing and
Limited Member


MARIANNE LASALA, Limited Member


BARBARA DOLAN, Limited Member


PETER MCSHERRY, Limited Member


BRIDGET HODGSON, Limited Member