

L09000065944

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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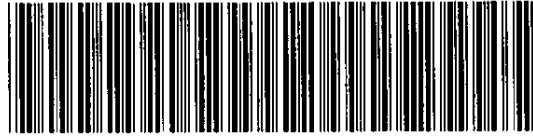
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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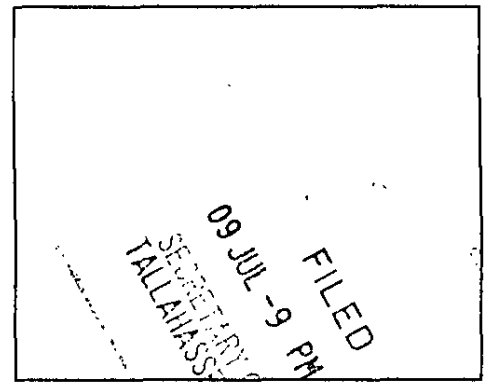
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. KOHR

JUL 9 2009

EXAMINER

FLORIDA RESEARCH & FILING SERVICES, INC.  
1211 CIRCLE DRIVE  
TALLAHASSEE, FL 32301  
PHONE (850)656-6446



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WALK-IN

ENTITY NAME:

LINCOLN PARK CAPITAL, LLC

CK# 3095

AMOUNT \$50.00

PLEASE FILE THE ATTACHED MERGER & RETURN THE FOLLOWING:

\_\_\_ CERTIFIED COPY

XXX STAMPED COPY

\_\_\_ CERTIFICATE OF STATUS

Examiner's Initials

FILED  
09 JUL -9 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## AGREEMENT, PLAN AND CERTIFICATE OF MERGER

**THIS AGREEMENT, PLAN AND CERTIFICATE OF MERGER** (the "Agreement") is made and entered into as of July 9, 2009, among LINCOLN PARK CAPITAL, LLC, a Florida limited liability company ("LPC-FL"), and LINCOLN PARK CAPITAL, LLC, a Michigan limited liability company ("LPC-MI"), under the Michigan Limited Liability Company Act (the "Michigan Act") and the Florida Limited Liability Company Act (the "Florida Act").

LPC-FL and LPC-MI agree to and do hereby effect the merger of LPC-MI with and into LPC-FL (the "Merger") on the terms and conditions set forth below, effective as of the Effective Date (defined below):

### 1. CONSTITUENT COMPANIES

- a. The name and state of organization of each of the constituent limited liability companies involved in the Merger, its state identification number, and its date of organization are:

<u>Name</u>	<u>State of Organization</u>	<u>Florida ID Number</u>	<u>Michigan ID Number</u>	<u>Date of Organization</u>
LINCOLN PARK CAPITAL, LLC	Florida	L09000065944	NONE	7/8/2009
LINCOLN PARK CAPITAL, LLC	Michigan	NONE	E1615H	12/12/2008

- b. The surviving limited liability company of the Merger (the "Surviving LLC") and its identification number is:

LINCOLN PARK CAPITAL, LLC      Florida      L09000065944

### 2. TERMS AND EFFECT OF MERGER

- a. On the Effective Date, LPC-MI will cease to exist separately, and will be merged with and into LPC-FL in accordance with the provisions of this Agreement and in accordance with the provisions of and with the effect provided in the Michigan Act and the Florida Act.
- b. On the Effective Date, on consummation of the Merger, the members of, and their membership interests in, the Surviving LLC will be the same as those of LPC-FL prior to the consummation of the Merger.

### **3. ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT**

- a. The Articles of Organization of LPC-FL shall be the Articles of Organization of the Surviving LLC. There shall be no changes to the Articles of Organization of the Surviving LLC.
- b. LPC-FL hereby adopts all of the provisions of the Operating Agreement of LPC-MI (the "Operating Agreement") and such Operating Agreement shall be the Operating Agreement of the Surviving LLC. The Operating Agreement shall be amended as follows:
  - c.
    - i. The effective date of the Operating Agreement shall be as of July 9, 2009.
    - ii. Section 1.1 of Article I of the Operating Agreement shall be amended in its entirety to read as follows: "The Company has been organized as a Florida limited liability company under and pursuant to the Florida Limited Liability Company Act (the "Act") by the filing of Articles of Organization with the Florida Secretary of State."
    - iii. All references to the State of Michigan shall be replaced with a reference to the State of Florida.
    - iv. Section 10.5 of Article X shall be amended in its entirety to read as follows: "This Agreement shall be governed by the laws of the State of Florida."

### **4. FILING OF AGREEMENT; EFFECTIVE DATE**

- a. To cause the Merger to become effective, a copy of this Agreement will be filed with (i) the Michigan Department of Energy, Labor & Economic Growth Bureau of Commercial Services, pursuant to and in accordance with the Michigan Act and (ii) the Florida Secretary of State Division of Corporations, pursuant to and in accordance with the Florida Act.
- b. The effective date and time of the Merger (the "Effective Date") is the date of filing of this Agreement.

### **5. ADOPTION AND APPROVAL**

This Agreement has been adopted and approved, without a meeting, by the written consent of all of the Managers and Members of LPC-FL and the Managers and Members of LPC-MI in accordance with the provisions of the Michigan Act and the Florida Act, as is appropriate.

The Surviving LLC will be responsible for all fees and franchise taxes.

## 6. COPIES OF THIS AGREEMENT

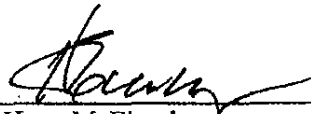
An original, executed copy of this Agreement will remain on file at LPC-FL's principal place of business, the address of which is 721 First Avenue North, St. Petersburg, Florida 33701, and upon request and without cost, LPC-FL shall furnish a copy thereof to any member of LPC-MI or LPC-FL.

## 7. MERGER PERMITTED UNDER MICHIGAN AND FLORIDA LAW

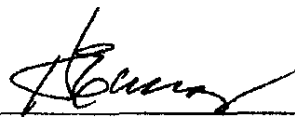
This Merger is permitted under, and has been effectuated in accordance with, the laws of the State of Michigan and the State of Florida.

INTENDING TO BE LEGALLY BOUND, the undersigned have executed this Agreement, Plan and Certificate of Merger as of date first written above.

LINCOLN PARK CAPITAL, LLC, a Florida  
limited liability company

By:   
Harry M. Eisenberg  
Its: Authorized Agent

LINCOLN PARK CAPITAL, LLC, a  
Michigan  
limited liability company

By:   
Harry M. Eisenberg  
Its: Authorized Agent