

LI0000001993

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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T. CLINE

MAY 11 2010

EXAMINER



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 3, 2010

ELISIA P. MILLETT  
MOORE & VAN ALLEN, PLLC  
PO BOX 13706  
RESEARCH TRIANGLE PARK, NC 27709

SUBJECT: ISD FINANCIAL, LLC  
Ref. Number: L10000001993

We have received your document for ISD FINANCIAL, LLC and check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$25.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	25.00
For each Corporation:	35.00
For each General Partnership:	25.00
All Others:	25.00

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) 245-6020.

Tammi Cline  
Regulatory Specialist II

Letter Number: 310A00010876

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**Moore & Van Allen**

April 29, 2010

**VIA FEDERAL EXPRESS**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: ISD Financial, LLC**

**Elisia P. Millett**  
Paralegal

T 919 286 8125  
F 919 416 8309  
elisiamillett@mvalaw.com

**Moore & Van Allen PLLC**

Suite 500  
430 Davis Drive  
PO Box 13706  
Research Triangle Park, NC 27709

*Courier:*  
Suite 500  
430 Davis Drive  
Morrisville, NC 27560

Dear Sir or Madam:


Enclosed for filing please find the Cover Letter and Articles of Merger for ISD Financial, LLC. Also included is a check in the amount of \$25 representing the filing fee. Once filed, please send an acknowledgment to my office at:

Elisia P. Millett  
Moore & Van Allen, PLLC  
PO Box 13706  
Research Triangle Park, NC 27709

Please contact me directly with any questions at 919-286-8125.

Very truly yours,

**Moore & Van Allen PLLC**



Elisia P. Millett

Enclosures

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TALLAHASSEE, FLORIDA

**Moore & Van Allen**

May 7, 2010

**VIA FEDERAL EXPRESS**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301  
Attn: Tammi Cline

**Re: ISD Financial, LLC**  
**Ref. No. L10000001993**

**Elisia P. Millett**  
Paralegal

T 919 286 8125  
F 919 416 8309  
elisiamillett@mvalaw.com

Moore & Van Allen PLLC

Suite 500  
430 Davis Drive  
PO Box 13706  
Research Triangle Park, NC 27709

*Courier:*  
Suite 500  
430 Davis Drive  
Morrisville, NC 27560

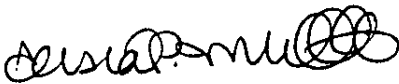
Dear Ms. Cline:

Pursuant to your letter dated May 3, 2010 (a copy of which is enclosed), enclosed please find a check in the amount of \$25.00 representing the outstanding filing fee due.

Please contact me directly with any questions at 919-286-8125.

Very truly yours,

**Moore & Van Allen PLLC**



Elisia P. Millett

Enclosures

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** ISD Financial, 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:

David Zietz

Contact Person

ISD Financial, LLC

Firm/Company

14247 W Lasedona Circle

Address

Delray Beach, FL 33484

City, State and Zip Code

dzietz@isdfinancial.com

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

For further information concerning this matter, please call:

James R. Forrest

Name of Contact Person

at ( 919 )

286-8052

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>
ISD Financial Group, LLC	North Carolina	Limited Liability Co
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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>
ISD Financial, LLC	Florida	Limited Liability Co

L10-1993

**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:

Midnight on June 1, 2010.

**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:

n/a

**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 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: n/a

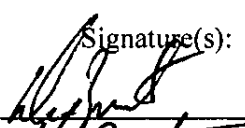
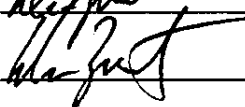
Mailing address: n/a

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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>ISD Financial Group, LLC</u>		<u>Dave Zietz, Manager</u>
<u>ISD Financial, LLC</u>		<u>Dave Zietz, Manager</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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## 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>
ISD Financial Group, LLC	North Carolina	Limited Liability Co

**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>
ISD Financial, LLC	Florida	Limited Liability Co

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

See attached Exhibit A.


*(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:

See attached Exhibit A.

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*(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:

See attached Exhibit A (Section D).

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*(Attach additional sheet if necessary)*

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TALLAHASSEE, FLORIDA

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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:

n/a

*(Attach additional sheet if necessary)*

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

n/a

*(Attach additional sheet if necessary)*

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TALLAHASSEE, FLORIDA

EXHIBIT A

Plan of Merger

This Plan of Merger (the "Plan of Merger") sets forth the terms of a merger of ISD Financial Group, LLC, a North Carolina limited liability company ("ISD Financial Group"), and ISD Financial, LLC, a Florida limited liability company ("ISD Financial");

A. Merger.

Pursuant to Florida Statutes §608.438, *et. seq.*, ISD Financial Group (the "Merging Company") shall be merged into ISD Financial (the "Merger").

B. Surviving Company.

ISD Financial shall be the Surviving Company ("Surviving Company"), and the Surviving Company shall continue to be governed by the laws of the State of Florida.

C. Terms and Conditions of the Merger.

Pursuant to the terms and conditions of this Plan of Merger, the Merging Company will merge into the Surviving Company. Upon the Merger becoming effective, the existence of the Surviving Company will continue and the existence of the Merging Company shall cease. The title to all real estate and other property owned by the Merging Company will be vested in the Surviving Company without reversion or impairment. The Surviving Company will have all liabilities of the Merging Company. The Merger shall become effective at midnight on June 1, 2010 (the "Effective Date").

The articles of organization of the Surviving Company shall continue to be the articles of organization of the Surviving Company until and unless amended as provided by law. The operating agreement of the Surviving Company (the "Operating Agreement") shall continue to be the operating agreement of the Surviving Company until and unless amended as provided by law.

The persons who on the Effective Date are managers and officers of the Surviving Company shall continue to be managers and officers of the Surviving Company in accordance with the terms of the Operating Agreement and shall continue to serve pursuant thereto.

D. Conversion of Membership Interests.

Upon the consummation of the Merger, each members' interests in the Merging Company and the Surviving Company will be exchanged for the sharing ratio/percentage interest, profit distribution and loss distribution percentage interests in the Surviving Company as set forth below:

David Zietz

100 %