

JUL 30 2012 11:22AM
Division of Corporations

302-33-31

NO. 33 Page 1 of 1

L10000033753

Florida Department of State
Division of Corporations
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2012 JUL 30 AM 9:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

MERGER OR SHARE EXCHANGE
PlusDelta Technologies, LLC

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$58.75

\$80.00

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EXAMINER

Electronic Filing Menu Corporate Filing Menu Help

**STATE OF FLORIDA
CERTIFICATE OF MERGER OF A DOMESTIC LIMITED LIABILITY COMPANY
INTO A FOREIGN LIMITED LIABILITY COMPANY**

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

- First:** The name of the Limited Liability Company being merged into the surviving Limited Liability Company is PlusDelta, LLC. The jurisdiction in which this Limited Liability Company was formed is Florida.
- Second:** The name of the surviving Limited Liability Company is PlusDelta Technologies, LLC, a Delaware Limited Liability Company.
- Third:** The plan of merger attached hereto as Exhibit A was approved by the merging Limited Liability Company, in accordance with Chapter 608 of the Florida Statutes.
- Fourth:** The attached plan of merger was approved by the surviving Limited Liability Company, in accordance with the laws of Delaware.
- Fifth:** The merger is to become effective upon filing.
- Sixth:** The principal place of business of the surviving Limited Liability Company is 302 E. Pettigrew Street, Suite 230, Durham, North Carolina 27701.
- Seventh:** The surviving Limited Liability Company agrees to pay to any members with appraisal rights the amount to which such members are entitled under ss. 608.43595, Florida Statutes.
- Eighth:** The mailing and street address of the surviving Limited Liability Company's principal place of business, which the Florida Department of State may use for the purposes of s. 48.181, Florida Statutes, is 302 E. Pettigrew Street, Suite 230, Durham, North Carolina 27701. The Surviving Limited Liability Company appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the Limited Liability Company being merged into the surviving Limited Liability Company, including any appraisal rights of its members under ss. 608.4351-608.43595, Florida Statutes.

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TALLAHASSEE, FLORIDA

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302-531-3150

NO. 3861 P. 3

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by an authorized person, the 27th day of July, 2012.

SURVIVING LIMITED LIABILITY COMPANY:

PLUSDELTA TECHNOLOGIES, LLC, a Delaware
Limited Liability Company

By: David J. Pfoffenberger
David J. Pfoffenberger, Manager

MERGING LIMITED LIABILITY COMPANY:

PLUSDELTA, LLC, a Florida Limited Liability
Company

By: Jennifer Strickland
Jennifer Strickland, Manager

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TALLAHASSEE, FLORIDA

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302-531-3150

NO. 3861 P. 4

EXHIBIT A

Agreement and Plan of Merger

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2012 JUL 30 PM 8:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "**Agreement**") is entered into as of the 27th day of July 2012 by and between PlusDelta, LLC, a Florida limited liability company ("**PlusDelta-FL**"), and PlusDelta Technologies, LLC, a Delaware limited liability company ("**PlusDelta-DE**").

WITNESSETH:

WHEREAS, PlusDelta-DE is a limited liability company duly organized and existing under the laws of the State of Delaware; and

WHEREAS, PlusDelta-FL is a limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, on the date of this Agreement, PlusDelta-DE has 1,000,000 units (the "**PlusDelta-DE Units**"), issued and outstanding and owned by PlusDelta-FL; and

WHEREAS, PlusDelta-FL as of the date hereof has certain ownership interests (the "**PlusDelta-FL Interests**"), issued and outstanding and owned by and in the amounts set forth in Exhibit A attached hereto; and

WHEREAS, the Managers for each of PlusDelta-DE and PlusDelta-FL have determined that, it is advisable, to the advantage of and in the best interest of PlusDelta-FL and its members and PlusDelta-DE and its member that PlusDelta-FL merge with and into PlusDelta-DE upon the terms and conditions herein provided; and

WHEREAS, the Managers for each of PlusDelta-DE and PlusDelta-FL have adopted and approved this Agreement;

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, PlusDelta-FL and PlusDelta-DE hereby agree as follows:

1. **Merger.** In accordance with the Florida Limited Liability Company Act (the "**FL LAW**") and the Delaware Limited Liability Company Act (the "**DE LAW**"), at such time as the parties hereto shall thereafter mutually agree, PlusDelta-FL shall be merged with and into PlusDelta-DE (the "**Merger**"), the separate corporate existence of PlusDelta-FL shall thereupon cease, and PlusDelta-DE shall be the surviving limited liability company (the "**Surviving Company**") in the Merger. The name of the Surviving Company shall be "PlusDelta [Software], LLC". The Merger shall be effective upon (a) the filing of a duly executed Certificate of Merger with the Secretary of State of the State of Delaware (the "**Delaware Certificate**") in accordance with the applicable provisions of the DE LAW and (b) such later date, if any, as the Merger may be effective with respect to PlusDelta-FL, upon the filing of a Certificate of Merger with the Secretary of State of the State of Florida (the "**Florida Certificate**") or otherwise in accordance with the provisions of the FL LAW, such effective date and time of the Merger being hereinafter referred to as the "**Effective Time**."

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TALLAHASSEE, FL 32399

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2. **Governing Documents.** The Certificate of Formation of PlusDelta-DE in effect immediately prior to the Effective Time shall be the Certificate of Formation of the Surviving Company, and the Operating Agreement of PlusDelta-DE in effect immediately prior to the Effective Time shall be the Operating Agreement of the Surviving Company.

3. **Directors and Officers.** The managers and officers of PlusDelta-DE immediately prior to the Effective Time shall be the managers and officers of the Surviving Company from and after the Effective Time until their respective successors are duly elected or appointed.

4. **Succession.** At the Effective Time, PlusDelta-DE shall succeed to PlusDelta-FL in the manner of and as more fully set forth in Section 209 of the DE LAW and Section 4383 of the FL LAW.

5. **Further Assurances.** From time to time, as and when required by PlusDelta-DE or by its successors and assigns, there shall be executed and delivered on behalf of PlusDelta-FL such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm of record or otherwise, in PlusDelta-DE the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of PlusDelta-FL, and otherwise to carry out the purposes of this Agreement, and the officers and managers of PlusDelta-DE are fully authorized in the name and on behalf of PlusDelta-FL or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

6. **Interests of PlusDelta-FL Converted into Units of PlusDelta-DE.** At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, the percentage Interests of PlusDelta-FL outstanding immediately prior thereto shall be automatically converted into the Units of PlusDelta-DE, as set forth on Exhibit A attached hereto, without consideration. With respect to each Capital Account for a member of PlusDelta-FL, such member shall have an equal Capital Account in PlusDelta DE.

7. **Covenants of PlusDelta-DE.** PlusDelta-DE covenants and agrees that, prior to, effective on or promptly following the Effective Time, it will qualify to do business as a foreign corporation in the State of Florida, and in all other states in which PlusDelta-FL is so qualified and in which the failure so to qualify would have a material adverse effect on the business or financial condition of PlusDelta-DE, taken together as a whole.

8. **Abandonment.** At any time before the Effective Time, this Agreement may be terminated and the merger contemplated by this Agreement may be abandoned by the Managers of PlusDelta-FL or the Manager of PlusDelta-DE or the Managers of both PlusDelta-FL and PlusDelta-DE.

9. **Counterparts.** In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which when taken together shall constitute one instrument.

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TALLAHASSEE, FLORIDA

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NO. 3861 P. 7

IN WITNESS WHEREOF, this Agreement and Plan of Merger, having first been duly approved by resolutions of the Managers of PlusDelta-FL and PlusDelta-DE, is hereby executed on behalf of each of said two corporations by their respective officers thereunto duly authorized.

PLUSDELTA, LLC
a Florida limited liability company

By: 
Jennifer Strickland, Manager

PLUSDELTA TECHNOLOGIES, LLC
a Delaware limited liability company

By: 
David R. Pfeiffer, Manager

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TALLAHASSEE, FLORIDA

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Exhibit A

David Pfeiffenberger	23.51%	235,125
Jennifer Strickland	23.51%	235,125
Darroll Contreras	23.51%	235,125
Nevin Fry	23.51%	235,125
Preston Edmondson	1.00%	10,000
Brenda Bryan	0.99%	9,900
H. Wayne Brian	0.99%	9,900
Magdalena "Lena" Catalano	0.99%	9,900
David L. Pfeiffenberger	0.99%	9,900
Judy Pfeiffenberger	0.99%	9,900
TOTAL	100%	1,000,000

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2012 JUL 30 AM 8:08
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TALLAHASSEE, FLORIDA