

FEB-17-2011 09:31

SMITH GAMBRELL RUSSELL

904 5986300 P.01

L110000427103

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H11000042710 3)))



H110000427103ABCQ

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : SMITH, GAMBRELL & RUSSELL LLP
Account Number : I20020000143
Phone : (404) 815-3538
Fax Number : (404) 815-3509

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 FEB 17 AM 9:06

FILED

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

RECEIVED
11 FEB 17 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE Capstone Financial, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$50.00

C. LEWIS

FEB 18 2011

EXAMINER

Electronic Filing Menu

Corporate Filing Menu

Help

02/17/2011 10:10

850-245-6897

FL DEPT OF STATE

PAGE 02/04

FEB-17-2011 09:31

SMITH GAMBRELL RUSSELL

904 5986300 P.02

FILED

2011 FEB 17 AM 9:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF MERGER

OF

CAPSTONE FINANCIAL, LLC
a Delaware limited liability company

INTO

CAPSTONE FINANCIAL, LLC
a Florida limited liability company

L11000020288

Pursuant to the provisions of Section 608.4382, Florida Statutes, the undersigned limited liability company certifies as follows:

FIRST: The names of the entities that are parties to the merger are Capstone Financial, LLC, a Florida limited liability company ("Capstone-Florida"), and Capstone Financial, LLC, a Delaware limited liability company ("Capstone-Delaware").

SECOND: Capstone-Florida shall be the surviving entity.

THIRD: The Plan of Merger (the "Plan of Merger") was approved by the Managers of Capstone-Florida in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The Plan of Merger was approved by the Managers of Capstone-Delaware in accordance with the applicable laws of the state of Delaware.

FIFTH: A copy of the Plan of Merger as approved by the Managers of each of Capstone-Florida and Capstone-Delaware is attached hereto as Exhibit A.

DATED: February 17, 2011.

CAPSTONE FINANCIAL, LLC,
a Florida limited liability company

By: 

Derek A. Stewart, Manager

FEB-17-2011 09:31

SMITH GAMBRELL RUSSELL

904 5966300 P.03

FILED

2011 FEB 17 AM 9:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A
PLAN OF MERGER
OF
CAPSTONE FINANCIAL, LLC
(a Delaware limited liability company)
INTO
CAPSTONE FINANCIAL, LLC
(a Florida limited liability company)

This PLAN OF MERGER dated February 17, 2011 is made by and between Capstone Financial, LLC, a Florida limited liability company ("Capstone-Florida"), and Capstone Financial, LLC, a Delaware limited liability company ("Capstone-Delaware").

WHEREAS, the Managers and Members of Capstone-Florida and the Managers and Members of Capstone-Delaware deem it advisable and in the best interest of the members of Capstone-Delaware and Capstone-Florida for Capstone-Delaware to merge with and into Capstone-Florida, with Capstone-Florida designated as the surviving entity.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained herein, the parties agree to the following plan of merger:

1. Capstone-Florida and Capstone-Delaware shall be merged with and into a single entity, with Capstone-Florida being the surviving entity from and after the effective time of the merger, and thereupon the separate existence of Capstone-Delaware shall cease.
2. The Certificate of Formation of Capstone-Florida shall continue to be the Certificate of Formation of the surviving entity until amended as therein provided.
3. The Operating Agreement of Capstone-Florida shall continue to be the Operating Agreement of the surviving entity until changed, altered or amended as therein provided.
4. The managers of Capstone-Florida shall continue as the managers of the surviving entity from and after the effective time of the merger until their respective successors are elected and qualified or their earlier resignation or removal.
5. From and after the effective time of the merger, (i) each issued and outstanding Unit of Capstone-Florida immediately prior to the merger shall automatically, and without any action on the part of the holders thereof, be converted into one Unit of the surviving entity.
6. From and after the effective time of the merger, each issued and outstanding Unit of Capstone-Delaware immediately prior to the effective time of the merger shall be cancelled.
7. The merger herein provided for may be amended or abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida and the Secretary of State of the State of Delaware upon a majority vote of the managers of Capstone-Florida, or the managers of Capstone-Delaware.

02/17/2011 10:10 850-245-6897

FL DEPT OF STATE

PAGE 04/04

FEB-17-2011 09:32

SMITH GAMBRELL RUSSELL

904 5986300 P.04

H11000042710 3

8. Pursuant to the Delaware Limited Liability Company Act, this Plan of Merger has been approved by resolutions duly adopted by the managers and members of Capstone-Delaware.

9. Pursuant to the Florida Limited Liability Company Act, this Plan of Merger has been approved by resolutions duly adopted by the managers and members of Capstone-Florida.

IN WITNESS WHEREOF, the undersigned have set their hands, this 17TH day of February, 2011.

CAPSTONE FINANCIAL, LLC
a Florida limited liability company

L11000020288

By: 

Name: Derek A. Siewert
Title: Manager

CAPSTONE FINANCIAL, LLC,
a Delaware limited liability company

By: 

Name: Derek A. Siewert
Title: Manager

2011 FEB 17 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

H11000042710 3