

L11000097648

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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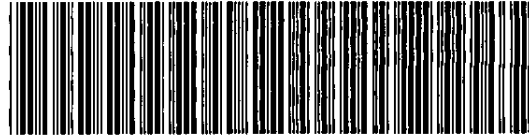
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10/31/11--01034--008 **50.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAWRENCE D. WINSON, Attorney-At-Law
140 4th Avenue West, Suite 102 ♦ Hendersonville, NC 28792 ♦ USA
♦ Fax (828) 693-4858 ♦ Local (828) 693-4939 ♦ E-mail winsonlaw@winsonlaw.com ♦
Bar Memberships: Florida and North Carolina

October 28, 2011

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: **SAFE HARBOR BUSINESS SOLUTIONS, LLC**
CERTIFICATE OF MERGER/PLAN OF MERGER

Dear Sir/Madam:

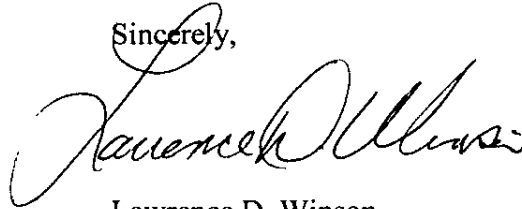
Enclosed are the following documents:

1. Cover Letter;
2. Certificate of Merger for Florida Limited Liability Company;
3. Plan and Effect of Merger; and
4. A check in the amount of \$50.00 made payable to the Florida Department of State, Division of Corporations.

Please file the Certificate and Plan and return a "filed" copy to this Office. An extra copy of these documents is enclosed for your convenience.

Please contact this Office in the event you require any additional information. Thank you for your assistance.

Sincerely,



Lawrence D. Winson

LDW/jbw

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 1, 2011

LAWRENCE D. WINSON, ATTORNEY-AT-LAW
140 4TH AVENUE WEST
SUITE 102
HENDERSONVILLE, NC 28792

SUBJECT: SAFE HARBOR BUSINESS SOLUTIONS, LLC
Ref. Number: L11000097648

We have received your document for SAFE HARBOR BUSINESS SOLUTIONS, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

This document was received on 10/31/11.

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) 245-6067.

Neysa Culligan
Regulatory Specialist II

Letter Number: 211A00024849

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SAFE HARBOR BUSINESS SOLUTIONS, 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:

Lawrence D. Winson
(Contact Person)

Lawrence D. Winson, Attorney At Law
(Firm/Company)

140 4th Avenue West, Suite 102
(Address)

Hendersonville, NC 28792
(City, State and Zip Code)

For further information concerning this matter, please call:

Lawrence D. Winson at (828) 693-4939
(Name of Contact Person) (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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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>
SAFE HARBOR SOLUTIONS, LLC	North Carolina	NC 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>Form/Entity Type</u>
SAFE HARBOR BUSINESS SOLUTIONS, LLC	Florida	LI-97648 FL Limited liability company

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: 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:

October 31, 2011 _____

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:

The surviving company is organized in the State of Florida _____

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, to 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:

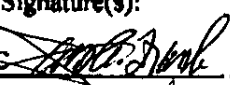
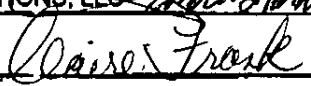
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

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:
SAFE HARBOR BUSINESS SOLUTIONS, LLC		JAMES A. FRANK
		CLAIRE FRANK

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

<u>Fees:</u> 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

<u>Certified Copy (optional):</u>	\$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>
SAFE HARBOR SOLUTIONS, LLC	North Carolina	NC 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>Form/Entity Type</u>
SAFE HARBOR BUSINESS SOLUTIONS, LLC	Florida	FL Limited liability company

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

The interests of the members of the merging entity shall be equivalent to the interests of the members in the surviving entity so that each member shall continue to own and control fifty (50%) percent each of the outstanding membership interests. The members of each entity are the same so that the members of the merging entity shall convert their interests therein to equal interests in the surviving entity.

The terms and conditions of the Operating Agreement in the surviving entity shall be substantially similar to those in the Operating Agreement of the merging entity.

The capital accounts of the merging entity shall be converted into the capital accounts of the surviving entity for each member.

The allocation of profits and losses in the merging entity shall be converted into the books and records of the surviving entity and treated as set forth in the operating agreement of the merging entity in the same fashion as set forth in the operating agreement of the surviving entity.

The rights and obligations of the members of the surviving entity shall be identical to those as recognized in the merging entity. In effect the intent of the merger is to maintain the status quo of the members in the surviving entity in the same fashion as they stood in the merged entity prior to the merger.

(Attach additional sheet if necessary)

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:

The membership interests of the members in the surviving entity shall be equal to their respective interests in the merged entity. Upon the completion of the merger the membership interests in the merged entity shall be converted to an equal value of interests in the surviving entity. The interests shall be converted in kind, no interests shall be converted into cash or other property.

(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:

There are no rights to acquire membership interests outstanding in the merged entity other than as provided for in the operating agreement; any right to acquire interests by members shall be identical as set forth in the operating agreement of the surviving entity.

(Attach additional sheet if necessary)

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

This merger is permitted by the laws of the State of North Carolina pursuant to N.C.G.S. 57C-9A-20, et seq and pursuant to the laws of the State of Florida pursuant to F.S. 608.438, et seq.. The merger has been approved by all of the members of the merging entities.

Notification to the members of the merging and surviving entities have been served on the members pursuant to Section 608.4381, F.S. and 57C-9A-21, N.C.G.S.

(Attach additional sheet if necessary)

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

It is the intent of the members of the merging and surviving entities that this merger shall maintain the status quo of the treatment of the surviving entity as the merged entity was treated for tax and other purposes.

(Attach additional sheet if necessary)

PLAN AND EFFECT OF MERGER

This Agreement and Plan of Merger is made and entered into as of October 1, 2011, by and among SAFE HARBOR SOLUTIONS, LLC, a North Carolina limited liability company (the "Merged Company"), and SAFE HARBOR BUSINESS SOLUTIONS, LLC, a Florida limited liability company (the "Surviving Company");

WHEREAS, the members/ managers of the Merged Company have determined that it is in the best interests of the Company to relocate the operations of the Merged Company to the State of Florida and in order to maintain the continuity of those operations, including tax treatment under applicable Federal Income Tax laws, to merge it into a new company of the same name, i.e., the Surviving Company, formed pursuant to the laws of the State of Florida and then to dissolve the Merged Company in the State of North Carolina; and

WHEREAS, the respective members/managers of the Merged and Surviving Companies each deems it advisable and in the best interests of their respective companies and owners to engage in a business combination in which the Surviving Entity shall be formed as a Florida limited liability company and the Merged Company will merge with and into the Surviving Company and thereafter cease its existence. In furtherance thereof, the respective members/managers have unanimously approved the execution, delivery, and performance of this Agreement and the other agreements contemplated herein.

NOW, THEREFORE, the parties, intending legally to be bound, and for good and valuable consideration, agree as follows:

The Merger. At the Effective Date, the SAFE HARBOR SOLUTIONS, LLC, a North Carolina Limited Liability Company (the "Merged Company") shall be merged with and into SAFE HARBOR BUSINESS SOLUTIONS, LLC, A Florida Limited Liability Company (the "Surviving Company"), and the separate limited liability company existence of the Merged Company shall cease. Following the Effective Date, the Florida Company shall be the Surviving Entity and shall by virtue of the Merger continue its limited liability company existence under the laws of the State of Florida.

Effect of the Merger. The effect of the Merger shall be as provided in this Plan of Merger and the applicable provisions of the Florida Limited Liability Act (and to the extent applicable the North Carolina Limited Liability Act). Without limiting the generality of the foregoing, and subject thereto, at the Effective Date, all the property, rights, privileges, powers and franchises of the Surviving Company and the Merged Company shall vest in the Surviving Company, and all debts, liabilities and duties of the Merged Company shall become the debts, liabilities and duties of the Surviving Company.

Operating Agreement. The limited liability company operating agreement of the Merged Company, as in effect immediately prior to the Effective Date, shall be the limited liability company operating agreement of the Surviving Company at the Effective Date, and the Merged Company Operating Agreement shall be terminated and extinguished, except that the name of the Surviving Company shall be "SAFE HARBOR BUSINESS SOLUTIONS, LLC." and the law applicable to the operation of the Surviving Company shall be the law of the State of Florida.

Manager and Officers. The managers of the Merged Company immediately prior to the Effective Time shall be the managers of the Surviving Company immediately after the Effective Date, and the officers of the Merged Company immediately prior to the Effective Date shall be the officers of the Surviving Company immediately after the Effective Date, each to hold office in accordance with the provisions of the Florida Limited Liability Company Act and the limited liability company agreement of the Surviving Company until their successors are duly elected and qualified.

PLAN AND EFFECT OF MERGER

[Tax Treatment. The parties intend that for United States Federal income tax purposes the Merger will be treated in accordance with Revenue Ruling _____.]

Effect on Merged Company Interests. At the Effective Date, by virtue of the Merger and without any action on the part of any party, Member, or other Person, the limited liability company interests in the Merged Company outstanding immediately prior to the Effective Date shall be converted into limited liability company interests in the Surviving Company.

Each party has caused this Agreement and Plan of Merger to be duly executed by its duly authorized officer or representative on the date first above written.

SAFE HARBOR SOLUTIONS, LLC (NC)

By: 

James A. Frank, Member/Manager

By: 

Claire Frank, Member/Manager

SAFE HARBOR BUSINESS SOLUTIONS, LLC (FL)

By: 

James A. Frank, Member/Manager

By: 

Claire Frank, Member/Manager

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA