

L11000120464

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

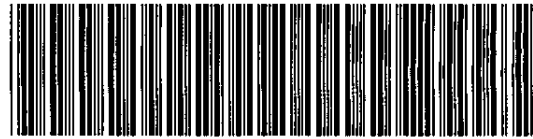
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TALLAHASSEE, FLORIDA

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J. SAULSBERRY
EXAMINER

OCT 23 2012

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SOFTCODE SYSTEMS, LLC

Name of Surviving Party

Please return all correspondence concerning this matter to:

Lisa Braden

Contact Person

Lisa Braden, P.A.

Firm/Company

4623 Forest Hill Blvd, Ste. 108-1

Address

West Palm Beach, FL 33415

City, State and Zip Code

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

For further information concerning this matter, please call:

Lisa Braden

Name of Contact Person

at

561

641-1888

Area Code and Daytime Telephone Number

☒ **Certified Copy (optional) \$8.75**

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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LISA BRADEN, P.A.
4623 FOREST HILL BLVD., SUITE 108-1
WEST PALM BEACH, FLORIDA 33415
E-Mail: lisa@lisabraden.com

Website: www.lisabraden.com
www.apsflorida.com

Telephone: (561) 641-1888

October 23, 2012

Registration Section
Division of Corporations
ATTN: Jeraline
P. O. Box 6327
Tallahassee, Florida 32314

Fax No.: 850-245-6030

Re: Plan of Merger for
SOFTCODE SYSTEMS, INC.

To

SOFTCODE SYSTEMS, LLC
Document #L11000120464
Filed on October 20, 2011

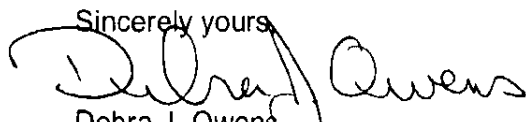
Dear Sirs:

Please find enclosed the original and one copy of the Plan of Merger regarding the above entity. We previously mailed payment in the amount of \$55.00 (\$30.00 filing fee and \$25.00 certified copy). Per our conversations with Jeraline this amount will cover the fees for the filing of the Plan of Merger.

After you have filed this Plan of Merger, please return a certified copy to our office.

If you have any questions, please give our office a call.

Sincerely yours,


Debra J. Owens
on behalf of Lisa Braden, Esquire

enclosures

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**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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>
SOFTCODE SYSTEMS, INC.	Florida	Corporation
SOFTCODE SYSTEMS, LLC	Florida	Limited Liability Company

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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>
SOFTCODE SYSTEMS, LLC	Florida	Limited Liability Company

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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:

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:

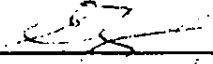



SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
SOFTCODE SYSTEMS, INC.		Eric M. Baumel, President
SOFTCODE SYSTEMS, INC.		Lori H. Baumel, Secretary
SOFTCODE SYSTEMS, LLC		Eric M. Baumel, Manager
SOFTCODE SYSTEMS, LLC		Lori H. Baumel, Manager

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: \$35.00 Per Party

Certified Copy (optional): \$8.75

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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:

Each shareholder of SOFTCODE SYSTEMS, INC. shall convert their stock interest into membership interest

in SOFTCODE SYSTEMS, LLC. For each share of stock a 1% membership interest shall be exchanged.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the 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:

None. No rights to acquire any interest, shares, obligations or other securities exist in either merged party.

(Attach additional sheet if necessary)

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FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Eric M. Baumel, Manager

14791 Farrier Place

Wellington, Florida 33411

Lori H. Baumel, Manager

14791 Farrier Place

Wellington, Florida 33411

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

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