

L12000027051

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

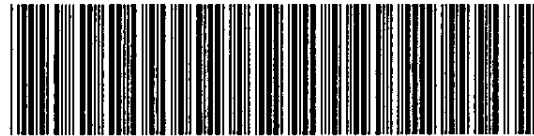
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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03/12/12--01002--019 \*\*25.00

03/26/12--01030--016 \*\*25.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 MAR 28 AM 11:59

T. HAMPTON

MAR 29 2012

**HICINBOTHAM, BRIGHAM & LAMOUNTAIN**  
COUNSELLORS AT LAW  
PROFESSIONAL ASSOCIATION INCLUDING INDEPENDENT PRACTITIONERS+  
40 SPEEN STREET, SUITE 206  
FRAMINGHAM, MASSACHUSETTS 01701  
TELEPHONE (508) 628-3500 EXT 202  
FACSIMILE (508) 628-3636

PAUL L. BRIGHAM  
EMAIL: PBRIGHAM@PARKSTASSOC.COM

+ATTORNEYS IN THIS OFFICE INCLUDE  
INDEPENDENT PRACTITIONERS WHO  
ARE NOT RESPONSIBLE FOR THE  
PRACTICE OR THE LIABILITY OF  
OTHER ATTORNEYS IN THE OFFICE.

February 24, 2012

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

RE: EXECUTIVE PERSPECTIVES, LLC

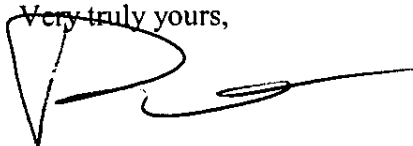
Dear Sir/Madam:

Enclosed please find the following for filing:

1. Certificate of Merger
2. Copy of plan of Merger
3. Check #7120 in the amount of \$25 for the filing fee

Please file at your earliest convenience. Should you have any questions or concerns, please feel free to contact me.

Very truly yours,



Paul L. Brigham, Esquire

enclosures  
cc: John Wells

**HICINBOTHEN, BRIGHAM & LAMOUNTAIN**  
COUNSELLORS AT LAW  
PROFESSIONAL ASSOCIATION INCLUDING INDEPENDENT PRACTITIONERS+  
40 SPEEN STREET, SUITE 206  
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March 22, 2012

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

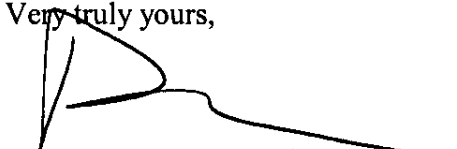
RE: EXECUTIVE PERSPECTIVES, LLC

Dear Sir/Madam:

We are in receipt of your notice dated March 13, 2012 (see copy enclosed). Also enclosed is check # 5011 for \$25 representing the additional fee for the merger of each LLC. Please process at your earliest convenience.

Should you have any questions or concerns, please feel free to contact me.

Very truly yours,

  
Paul L. Brigham, Esquire

enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED

12 MAR 28 PM 4:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 13, 2012

PAUL L BRIGHAM, ESQ  
HICINBOTHEN BRIGHAM & LAMOUNTAIN  
40 SPEEN ST - STE 206  
FRAMINGHAM, MA 01701

SUBJECT: EXECUTIVE PERSPECTIVES, LLC  
Ref. Number: L12000027051

We have received your document for EXECUTIVE PERSPECTIVES, 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.

Please return 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) 245-6051.

Tammy Hampton  
Regulatory Specialist II

Letter Number: 012A00009216

**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>
<u>Executive Perspectives, LLC</u>	<u>Massachusetts</u>	<u>Limited Liability Co</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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>
<u>Executive Perspectives, LLC</u>	<u>Florida</u>	<u>Limited Liability Co</u>

L12000027051

**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:

date of filing \_\_\_\_\_

**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, 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: 362 Gulf Breeze Parkway, Unit # 113

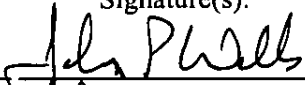
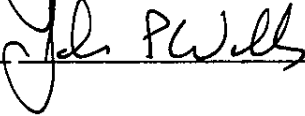
Gulf Breeze, FL 32561  
\_\_\_\_\_  
\_\_\_\_\_

Mailing address: 362 Gulf Breeze Parkway, Unit #113

Gulf Breeze, FL 32561  
\_\_\_\_\_  
\_\_\_\_\_

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:
Executive Perspectives, LLC		John P. Wells, MGRM
Executive Prespectives, LLC		John P. Wells,
		Managing Member

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

<b><u>Fees:</u></b> 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

<b><u>Certified Copy (optional):</u></b>	\$30.00
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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 Agreement and Plan of Merger dated Jan 1, 2012 which is  
attached hereto and incorporated herein.

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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 Agreement and Plan of Merger dated Jan 1, 2012 which is  
attached hereto and incorporated herein.

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*(Attach additional sheet if necessary)*

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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:

Executive Perspectives, LLC (Surviving LLC) agrees to appoint irrevocably the  
Secretary of the Commonwealth of Massachusetts to be its true and lawful  
attorney upon whom all lawful process in any action or proceeding in the  
Commonwealth of Massachusetts may be served in the manner set forth  
in M.G.L. Chapter 156D, section 15.10

*(Attach additional sheet if necessary)*

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

None

*(Attach additional sheet if necessary)*

**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (the "Agreement") is entered into by and between **EXECUTIVE PERSPECTIVES, LLC** of 362 Gulf Breeze Parkway, #113, Gulf Breeze, FL 32561 (the "Surviving LLC" and/or "Florida LLC") and **EXECUTIVE PERSPECTIVES, LLC** of 329 Fox Hill Street, Westwood, MA 02090 (the "Merging LLC" and/or "Massachusetts LLC") as of 1<sup>st</sup> day of January, 2012.

In consideration of the mutual promises and covenants in this Agreement, the parties agree as follows:

**1. The Merger:**

**1.1 Surviving LLC**

Upon the time of filing ("Effective Time") of a Certificate of Merger with the Secretary of State of Florida and the simultaneous filing of a Certificate of Merger with the Secretary of State of Massachusetts:

- (a) the Massachusetts LLC shall be merged with and into the Florida LLC (the "Merger") in accordance with applicable provisions of Florida Statutes s. 608.4382 and Chapters 607, 608, 617 and/or 620 and as set forth in M.G.L. Chapter 156C section 15.10 and in accordance with the Code of Massachusetts Regulations 950 CMR 112.17.
- (b) the Florida LLC shall be the Surviving LLC of the Merger;
- (c) the Massachusetts LLC shall be the Merging LLC of the Merger and shall be cancelled;
- (d) the identity, existence, rights, privileges, powers, franchises, properties and assets of the Florida LLC shall continue unaffected and unimpaired by the Merger and shall be vested in the Surviving LLC;
- (e) the identity and separate existence of the Massachusetts LLC shall cease and all of the rights, privileges, powers, franchises, properties and assets of the Massachusetts LLC shall be vested in the Florida LLC/Surviving LLC.

**1.2 Operating Agreement, Member, Manager and Officers**

From and after the Effective Time, until amended, the Operating Agreement of the Massachusetts LLC shall be the Operating Agreement of the Florida LLC and the manager(s) and the officers of the Massachusetts LLC in office immediately prior to the Effective Time shall become the Manager(s) and officers of the Florida LLC as of the Effective Time.

**1.3 Members Interest Conversion**

At the Effective Time each member's interest in the Massachusetts LLC outstanding

immediately prior to the Effective Time shall, by virtue of the Merger and without additional act on the part of either the Merging LLC or the Surviving LLC shall have the interest percentages and in accordance with **Schedule A** as revised, which is attached hereto and incorporated in the Operating Agreement thereto.

**2. General**

**2.1 Condition to the Merger**

The Merger shall have been duly authorized by the Merging LLC/Massachusetts LLC prior to the filing of the Certificate of Merger and Cancellation with the Secretary of State of the Commonwealth of Massachusetts and by the Surviving LLC/Florida LLC prior to the filing of the Certificate of Merger with the Secretary of State of Florida.

**2.2 Termination**

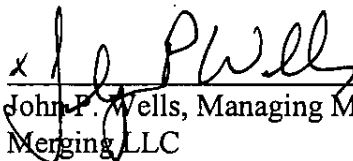
Notwithstanding the foregoing, this Agreement may be terminated and abandoned at any time before the Effective Time whether before or after adoption or approval of this Agreement by the consent of any of the Members of the Merging LLC and or any of the Members of the Surviving LLC. In the event of such termination and abandonment, this Agreement shall forthwith become void and neither party nor its respective officer, managers or members shall have any liability hereunder.

**2.3 Counterparts**

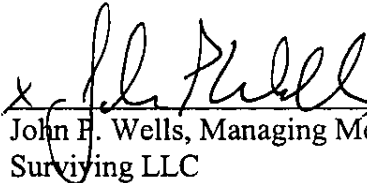
This Agreement may be executed in any number of counterparts, each of which will be deemed an original, but all of which together will constitute one instrument.

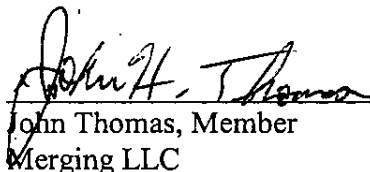
IN WITNESS WHEREOF, the parties have executed this Agreement on this 15<sup>th</sup> day of January, 2012.

Executive Perspectives, LLC

  
John F. Wells, Managing Member  
Merging LLC

Executive Perspectives, LLC

  
John F. Wells, Managing Member  
Surviving LLC

  
John Thomas, Member  
Merging LLC

  
John Thomas, Member  
Surviving LLC

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**SCHEDULE A**

**EXECUTIVE PERSPECTIVES, LLC  
OPERATING AGREEMENT**

**PERCENTAGE INTEREST**

AS REVISED ON January 1, 2012

<b><u>MEMBER</u></b>	<b><u>INTEREST</u></b>
John P. Wells	75%
John H. Thomas	<u>25%</u>
<b>Total</b>	<b>100%</b>

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