

L13000059939

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

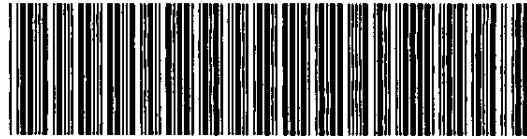
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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06/18/13--01010--025 **25.00

05/24/13--01016--016 **25.00

merged



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2013 JUN 18 AM 9:20

FILED

DOR
6/21/13



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 5, 2013

CARINA R. GARCIA
CHANGE SCIENCE INSTITUTE LLC
PO BOX 558
WAUKESHA, WI 53187 US

SUBJECT: CHANGE SCIENCE INSTITUTE, LLC
Ref. Number: L13000059939

We have received your document for CHANGE SCIENCE INSTITUTE, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE FEE TO FILE ARTICLES OF MERGER IS \$25 PER PARTY TO THE MERGER. CERTIFIED COPIES ARE OPTIONAL AND ARE \$30. THEREFORE AN ADDITIONAL FILING FEE IN THE MINIMUM AMOUNT OF \$25 IS REQUIRED.

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) 245-6050.

Rebekah White
Regulatory Specialist

Letter Number: 513A00014171

CRAMER, MULTHAUF & HAMMES, LLP

ATTORNEYS AT LAW

Carina R. Garcia

SUITE 200
1601 EAST RACINE AVENUE
POST OFFICE BOX 558
WAUKESHA, WISCONSIN 53187-0558
TELEPHONE (262) 542-4278
FACSIMILE (262) 542-4270
E-MAIL cr@cmhlaw.com
www.cmhlaw.com

June 13, 2013

Amendment Section
Division of Corporations
Attn: Rebekah White
PO Box 6327
Tallahassee, FL 32314

Re: Change Science Institute, LLC

Dear Ms. White:

Pursuant to the telephone conversation that our office had with you earlier today, enclosed please find the following documents:

1. Copy of letter from you dated June 5, 2013
2. Certificate of Merger
3. Plan of Merger
4. Check in the amount of \$25.00

It is our understanding the enclosed \$25.00 check which should fulfill the filing fee requirement of the Certificate of Merger and Plan of Merger, along with the initial payment of \$25.00, which was sent to your office on May 20, 2013 and has been retained by your office.

I would ask that you file these documents in your normal fashion. After filing, please return the documents to me in the enclosed, stamped envelope.

If you have any questions, please contact me at 262-542-4278. Thank you for your assistance in this matter.

Very truly yours,



Carina R. Garcia

Enclosures

C. CRAMER, MULTHAUF & HAMMES, LLP

ATTORNEYS AT LAW

Carina R. Garcia

SUITE 200
1601 EAST RACINE AVENUE
POST OFFICE BOX 558
WAUKESHA, WISCONSIN 53187-0558
TELEPHONE (262) 542-4278
FACSIMILE (262) 542-4270
E-MAIL crg@cmhlaw.com
www.cmhlaw.com

May 20, 2013

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Change Science Institute, LLC

To Whom It May Concern:

Enclosed, please find the following documents:

1. Certificate of Merger
2. Plan of Merger
3. Check in the amount of \$25.00

I would ask that you file these documents in your normal fashion. After filing, please return the documents to me in the enclosed, stamped envelope.

If you have any questions, please contact me at 262-542-4278. Thank you for your assistance in this matter.

Very truly yours,



Carina R. Garcia

Enclosures

cc: Thomas Somodi (*via email*, w/out encls.)

CERTIFICATE OF MERGER

FILED

2013 JUN 18 AM 9:20

THIS CERTIFICATE OF MERGER (hereinafter referred to as "Agreement") is made and entered into on this 13th day of May, 2013 by and between CHANGE SCIENCE INSTITUTE LLC, a Wisconsin limited liability company ("Non-Surviving Party"), and CHANGE SCIENCE INSTITUTE, LLC, a Florida limited liability company ("Surviving Party").

RECITALS

A. The Non-Surviving Party is a limited liability company duly organized and existing under the laws of the State of Wisconsin having been duly organized on April 27, 2012.

B. The Surviving Party is a limited liability company duly organized and existing under the laws of the State of Florida having been duly organized on April 24, 2013.

C. The sole Member of the Surviving Party and the Non-Surviving Party deem it advisable for the general welfare and advantage of the companies and the respective sole Member that the above-companies merge into a single limited liability company pursuant to this Agreement; and each of the said companies respectfully desire to so merge pursuant to this Agreement and pursuant to Section 608.4382 of the Florida Statutes.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the parties hereby agree that all of said companies shall be merged into a single limited liability company to-wit: Change Science Institute, LLC, a Florida limited liability company, shall continue in its corporate existence and be the company surviving the merger and the terms and conditions of the merger hereby agreed upon (hereinafter referred to as "Merger"), which the parties covenant to observe, keep and perform and the mode of carrying the same into effect are and shall be as hereinafter set forth:

1. Non-Surviving Party. Change Science Institute LLC, the Non-Surviving Party, is a limited liability company duly organized and existing under the laws of the State of Wisconsin having been duly organized on April 27, 2012.

2. Surviving Party. Change Science Institute, LLC, the Surviving Party, is a limited liability company duly organized and existing under the laws of the State of Florida having been duly organized on April 24, 2013.

3. Approval of Merger. The attached Plan of Merger has been approved by the sole Member of the Surviving Party in accordance with the applicable provisions of Chapter 608 of the Florida Statutes. The attached Plan of Merger has been approved by the sole Member of the Non-Surviving Party in accordance with the applicable provisions of Chapter 183 of the Wisconsin Statutes.

4. Purposes of Surviving Company. The Surviving Party shall carry on such business pursuits as are permitted pursuant to the provisions of Chapter 608 of the Florida Statutes.

5. Effective Date of Merger. The Merger shall be effective on the date this Certificate of Merger is filed with the Florida Department of State.

6. Fee Simple Ownership. The Surviving Party and Non-Surviving Party do not have a fee simple ownership interest in any Wisconsin real estate.

7. Indirect Wholly Owned Subsidiary or Parent. The Surviving Party is not a Domestic or Foreign Business Corporation that is an indirect wholly owned subsidiary or parent.

8. Copy of Merger. A copy of the Merger will be furnished by the Surviving Party on request and without cost to any member of the Non-Surviving Party. The Merger is on file with the Surviving Party at:

2662 NE 3rd Street
Pompano Beach, Florida 33062

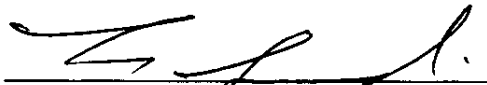
The Members of Change Science Institute, LLC, a Florida limited liability company and Change Science Institute LLC, a Wisconsin limited liability company do hereby execute this Plan of Merger.

Dated as of the first above written date.


CHANGE SCIENCE INSTITUTE, LLC

CHANGE SCIENCE INSTITUTE LLC

By:


Thomas Somodi, Sole Member

By:


Thomas Somodi, Sole Member

Prepared by:
Attorney Carina R. Garcia
Cramer, Multhauf & Hammes, LLP
1601 E. Racine Avenue, Suite 200
Waukesha, Wisconsin 53186

PLAN OF MERGER

THIS PLAN OF MERGER (hereinafter referred to as "Agreement") is made and entered into on this 13th day of May, 2013 by and between CHANGE SCIENCE INSTITUTE LLC, a Wisconsin limited liability company ("Non-Surviving Party"), and CHANGE SCIENCE INSTITUTE, LLC, a Florida limited liability company ("Surviving Party").

RECITALS

A. The Non-Surviving Party is a limited liability company duly organized and existing under the laws of the State of Wisconsin having been duly organized on April 27, 2012.

B. The Surviving Party is a limited liability company duly organized and existing under the laws of the State of Florida having been duly organized on April 24, 2013 with its principal place of business at 2662 NE 3rd Street, Pompano Beach, Florida 33062.

C. The sole Member of the Surviving Party and the Non-Surviving Party deem it advisable for the general welfare and advantage of the companies and the respective sole Member that the above-companies merge into a single limited liability company pursuant to this Agreement; and each of the said companies respectfully desire to so merge pursuant to this Agreement.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the parties hereby agree that all of said companies shall be merged into a single limited liability company to-wit: Change Science Institute, LLC, a Florida limited liability company, shall continue in its corporate existence and be the company surviving the merger and the terms and conditions of the merger hereby agreed upon (hereinafter referred to as "Merger"), which the parties covenant to observe, keep and perform and the mode of carrying the same into effect are and shall be as hereinafter set forth:

1. Surviving Company. The name of the surviving company shall, from and after the effective date of the Merger, be Change Science Institute, LLC, a Florida limited liability company.

2. Merged Company. The name of the company which shall be merged is Change Science Institute LLC, a Wisconsin limited liability company and as of the effective date of the Merger such company shall be Change Science Institute, LLC, a Florida limited liability company.

3. Purposes of Surviving Company. The Surviving Party shall carry on such business pursuits as are permitted pursuant to the provisions of Chapter 608 of the Florida Statutes.

4. Articles of Organization. The Articles of Organization of the Surviving Party, as it currently exists upon the effective date of the Merger, shall be and remain and continue to be the Articles of Organization of the Surviving Party until they shall be altered, amended or repealed as therein provided.

5. Conversion of Membership Interest. Please see attached Exhibit A.

6. Rights to Acquire Membership Interest. There are no rights to acquire any interests, shares, obligations or other securities of either the Surviving Party or Non-Surviving Party.

7. Effective Merger. Upon this Merger becoming effective:

a). The Surviving Party shall possess all the rights, privileges, powers and franchises which are public or private in nature, shall be subject to all the restrictions, disabilities, obligations and duties, except as herein provided, and except as otherwise provided by law;

b). The Surviving Party shall be vested with all property, real, personal or mixed, and all debts due to the Non-Surviving Party on whatever account as well as all other things in action or belonging to the Non-Surviving Party; and

c). All property, rights, privileges, powers and franchises of Non-Surviving Party shall be thereafter effectively the property of the Surviving Party to the same extent as it was of the Non-Surviving Party, and all rights of the creditors and liens upon any property of Non-Surviving Party shall be preserved or retained, provided, however, that any such liens upon the property, shall be limited to the property affected by such liens immediately prior to the effective date of the Merger; and all debts, liabilities, obligations and duties of Non-Surviving Party shall thence forth attach to the Surviving Party to the same extent as if such debts, liabilities, obligations and duties have been incurred or contracted by it.

8. Fee Simple Ownership. The Surviving and Non-Surviving party do not have a fee simple ownership interest in any Wisconsin real estate.

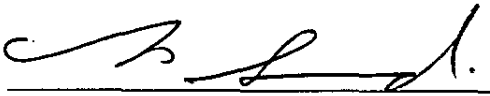
9. Life of Surviving Company. The Surviving Party shall have perpetual existence.

The Members of Change Science Institute, LLC, a Florida limited liability company and Change Science Institute LLC, a Wisconsin limited liability company do hereby execute this Plan of Merger.

Dated as of the first above written date.

CHANGE SCIENCE INSTITUTE, LLC

CHANGE SCIENCE INSTITUTE, LLC

By: 
Thomas Somodi, Sole Member and
Manager


By: 
Thomas Somodi, Sole Member and
Manager

Exhibit A
Conversation of Membership Interest

Before Merger

Change Science Institute LLC (Wisconsin LLC)

Thomas Somodi	100% Membership Interest
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Change Science Institute, LLC (Florida LLC)

Thomas Somodi	100% Membership Interest
---------------	--------------------------

After Merger

Change Science Institute, LLC (Florida LLC)

Thomas Somodi	100% Membership Interest
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