

Division of Corporations

Page 1 of 1

# L13000146704

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.

(((H13000275638 3)))



H13000275638ABC2

**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 : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

13 DEC 16 PM 9:36  
RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE FLORIDA

**\*\*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

13 DEC 16 PM 5:13

DIVISION OF CORPORATIONS  
TALLAHASSEE FLORIDA

**MERGER OR SHARE EXCHANGE  
LIPPCO CAPITAL 2, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$50.00

Merger  
@ 12/17/13

Electronic Filing Menu

Corporate Filing Menu

Help

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Lippco Capital 2, 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:

Jennifer Donoghue

\_\_\_\_\_  
Contact Person

Lippes Mathias Wexler Friedman LLP

\_\_\_\_\_  
Firm/Company

665 Main Street, Suite 300

\_\_\_\_\_  
Address

Buffalo, New York 14203

\_\_\_\_\_  
City, State and Zip Code

jdonoghue@lippes.com

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

For further information concerning this matter, please call:

Jennifer Donoghue

at ( 716 ) 853-5100

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SECRET 3/8 )  
DIVISION OF CORPORATIONS  
13 DEC 16 AM 9:36

**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>
Lipco Capital 2, LLC	New York	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>
Lipco Capital 2, LLC	Florida	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:

N/A

**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:


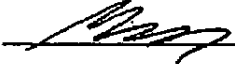
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

Mailing address: N/A

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:
Lippco Capital 2, LLC		Gerald S. Lippes
Lippco Capital 2, LLC		Gerald S. Lippes

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

<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
--	---------

**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>
Lippco Capital 2, LLC	New York	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>
Lippco Capital 2, LLC	Florida	Limited Liability Company

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

The provisions of Section 608.4383 of the Florida Statutes which described the powers, property and

liabilities of a surviving limited liability company upon consummation of a merger are hereby incorporated

as the terms and conditions of the proposed merger concerning the power, property and liabilities of

Lippco Capital 2, LLC, the surviving limited liability company of the proposed 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:

Upon consummation of the merger, each member of the merged party shall receive a one percent (1%)

Membership Interest in the surviving entity for the exchange of each one percent (1%) of Membership

Interest he or she held in the merged entity.

*(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:

Not Applicable

*(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:

Not Applicable

*(Attach additional sheet if necessary)*

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

Not Applicable

*(Attach additional sheet if necessary)*