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From: (561) 900-9380
CBG FINANCIAL GROUP
CBG FINANCIAL GROUP
2101 NW Corporate Blvd
Suite 402
Boca Raton, FL 33431

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

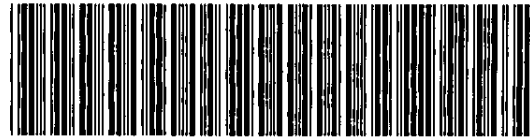
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Merger

11/12/13

De

**Certificate of Merger
For
Florida Limited Liability Company**

13 NOV -6 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company 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>
CBG Financial Group, Inc.	New York	Corporation
IAA Financial, LLC	Florida	Limited Liability Corporation

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>
IAA Financial, LLC	Florida	Limited Liability Corporation

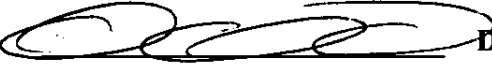
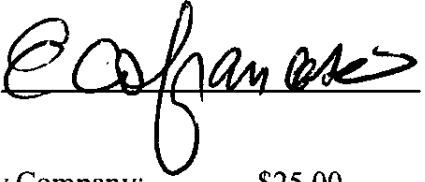
THIRD: The attached plan of merger was approved by each domestic corporation or limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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 former, 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:

November 1, the corporate filing date

SIXTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s)	Typed or Printed Name of Individual:
CBG Financial Group, Inc.		David Weinberger, President
IAA Financial, LLC		Edward Cofrancesco, Manager

Fees: For each Limited liability Company: \$25.00
For each Corporation: \$35.00

PLAN OF MERGER

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<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
CBG Financial Group, Inc.	New York	Corporation
IAA Financial, LLC	Florida	Limited Liability Corporation

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>
IAA Financial, LLC	Florida	Limited Liability Corporation

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

CBG Financial, Group, Inc., is being merged to change the name and move the corporate jurisdiction consistent with other operating entities of the parent. Upon completion of the merger, the surviving company will operate as IAA Financial, LLC.

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:

CBG Financial Group, Inc., is currently a wholly owned (100%) subsidiary of Pecunia Management, LLC (parent holding company). Upon completion of the merger, the ownership will remain identical – 100% owned by Pecunia Management.

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:

One hundred percent of the equity of CBG Financial Group, Inc., will be exchanged for 100% of the membership interest of IAA Financial, LLC. One

hundred percent of the membership interest will be owned by Pecunia Management, LLC.

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

The merger herein certified was authorized in respect of the Merged Corporation by the written consent of the holders of all outstanding shares of the respective corporation entitled to vote on the plan of merger

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

IAA Financial, LLC, will succeed to and operate under the tax identification for CBG Financial Group, Inc. IAA Financial, LLC, will assign all assets, liabilities and agreements of CBG Financial Group, Inc.

The Application for Authority in the State of New York of the Surviving Limited Liability Company to transaction business as a foreign corporation was filed with the Department of State of the State of New York on November 1, 2013.

All fees and taxes, including penalties and interest, administered by the Department of Taxation and Finances of the State of New York which are now due and payable by the Merged Corporation have been paid and a cessation final franchise tax report through November 1, 2013 has been filed by CBG Financial Group, Inc.

IAA Financial, LLC agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the merged corporation, for the enforcement of any liability or obligation of the surviving corporation and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right of members of the Merged Corporation to receive payments for their shares against the Surviving Company.

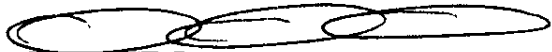
IAA Financial, LLC hereby designates:

as its Agent for service of process that may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law of the State of New York in any action or special proceeding.

IN WITNESS WHEREOF, we have subscribed to this document on the date set forth below

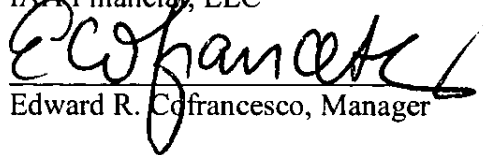
Executed on this 31 day of October, 2013

CBG Financial Group, Inc.

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke, positioned above a horizontal line.

David Weinberger, President

IAA Financial, LLC

A handwritten signature in black ink, featuring a large, stylized 'E' and 'C' followed by 'ofrancesco' and a long horizontal stroke, positioned above a horizontal line.

Edward R. Cofrancesco, Manager