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DIVISION OF CORPORATIONS  
2017 MAY 26 AM 9:06

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A Florida General Partnership practicing in the areas of  
Estate & Tax Planning • Probate & Trust Administration • Guardianships  
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Rosanne M. Duane, Esq.  
LL.M. in Taxation  
AEP - Accredited Estate Planner  
RMD@DSMLAWFL.com

Kelly C. Sturmthal, Esq.  
KCS@DSMLAWFL.com

Natalie A. Moldovan, Esq.  
NMM@DSMLAWFL.com

May 24, 2017

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

**Re: Articles of Merger Filing**

Dear Agent:

I enclose the Articles of Merger as well as the Plan of Merger and shareholder and director resolutions for the merger of Merchants Capital Trust, a Florida Limited Liability Company, and Merchants Capital Trust, a Delaware Limited Liability Company. Merchants Capital Trust, a Delaware Limited Liability Company, is the surviving corporation.

I also enclose a check payable to the Florida Department of State in the amount of \$50.00, for the two limited liability company filing fees. A certified copy is not required.

If you have any questions or require further assistance, please contact the undersigned directly

Thank you in advance for your assistance with this matter.

Very Truly Yours,

Rosanne M. Duane, P.A.

RMD/

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DIVISION OF CORPORATIONS  
2017 MAY 26 AM 9:06

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** MERCHANTS CAPITAL TRUST, LLC, a Delaware Limited Liability Company

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Rosanne M. Duane

Contact Person

DSM Law

Firm/Company

250 S. Central Blvd. Suite 202

Address

Jupiter, FL 33458

City, State and Zip Code

rmd@rmd-law.com

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

For further information concerning this matter, please call:

Rosanne M. Duane

at ( 561 ) 747-1646

Name of Contact Person

Area Code

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

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
2011 MAY 26 AM 9:06

CR2E080 (2/14)

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

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, 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>
Merchants Capital Trust, LLC	Florida	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>
Merchants Capital Trust, LLC	Delaware	Limited Liability Company

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

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DIVISION OF CORPORATE AFFAIRS  
2017 MAY 26 AM 9:06

**FOURTH:** Please check one of the boxes that apply to surviving entity: (if applicable)

- ☐ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

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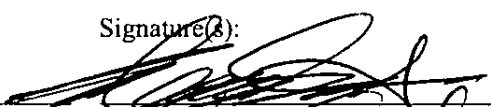

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**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed 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:

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Merchants Capital Trust, LLC (FL)		Aslam Merchant
Merchants Capital Trust, LLC (DE)		Aslam Merchant

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 an authorized person

<b>Fees:</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

**State of Delaware**  
**Certificate of Merger of a Foreign Limited Liability Company**  
**into a Domestic Limited Liability Company**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

**First:** The name of the surviving Limited Liability Company is Merchants Capital Trust, LLC, a Delaware Limited Liability Company.

**Second:** The name of the Limited Liability Company being merged into this surviving Limited Liability Company is Merchants Capital Trust, LLC.  
The jurisdiction in which this Limited Liability Company was formed is Florida.

**Third:** The Agreement of Merger has been approved and executed by both Limited Liability Companies.

**Fourth:** The name of the surviving Limited Liability Company is Merchants Capital Trust, LLC.

**Fifth:** The executed agreement of merger is on file at Palm Beach County, Florida,  
the principal place of business of the surviving Limited Liability Company.

**Sixth:** A copy of the agreement of merger will be furnished by the surviving Limited Liability Company on request, without cost, to any member of the Limited Liability Company or any person holding an interest in any other business entity which is to merge or consolidate.

**IN WITNESS WHEREOF**, said Limited Liability Company has caused this certificate to be signed by an authorized person, this \_\_\_\_\_ day of \_\_\_\_\_, A.D., 2017.

By: 

Authorized Person

Name: Aslam Merchant

Print or Type

**PLAN OF MERGER BETWEEN  
MERCHANTS CAPITAL TRUST, A FLORIDA LLC and  
MERCHANTS CAPITAL TRUST, A DELAWARE LLC**

THIS PLAN OF MERGER, between MERCHANTS CAPITAL TRUST, LLC, a Florida Limited Liability Company ("MCT FL") and MERCHANTS CAPITAL TRUST, LLC, a Delaware Limited Liability Company ("MCT DE") is set forth herein as follows:

WHEREAS, MCT FL is a Florida Limited Liability Company and MCT DE is a Delaware Limited Liability Company; and

WHEREAS, both MCT FL and MCT DE are 100% owned by ASLAM MERCHANT, a Florida Resident ("SAM") and ASLAM MERCHANT is the sole member and sole manager of both limited liability companies; and

WHEREAS, MCT FL manages Florida businesses but a Florida single member LLC is not a legally practical option; and

WHEREAS, MCT DE was incorporated as of January 25, 2017; and

WHEREAS, SAM intends to merge the two limited liability companies and have MCT DE become the surviving company; and

WHEREAS, such merger is possible without income tax consequences pursuant to I.R.C. Section 368(a)(1)(A); and

WHEREAS, in order to complete the merger of the two limited liability companies, SAM is required pursuant to Florida Statutes Sections 605.1022, and Title 6 of the Delaware Limited Liability Company Act to complete a plan of merger.

NOW THEREFORE, in consideration of the foregoing, the Plan of Merger is hereby stated as follows:

1. **RECITALS.** The recitals stated above are true and correct and are thus incorporated herein and made a part hereof.

2. **MERGER AND EFFECTIVE DATE.** MERCHANTS CAPITAL TRUST, a Florida Limited Liability Company and MERCHANTS CAPITAL TRUST, a Delaware Limited Liability Company shall merge into a single entity, being MERCHANTS CAPITAL TRUST, a Delaware Limited Liability Company as the surviving entity. The effective date of the merger is January 31, 2017.

3. **TERMS AND CONDITIONS.**

(a) MCT DE shall acquire all of the assets of MCT FL and MCT FL shall be dissolved as soon as practicably possible; the entire membership interest in MCT FL shall be liquidated after all assets have been transferred to MCT DE.

(b) ASLAM MERCHANT shall transfer all assets of MCT FL as set forth on the attached schedule A to MCT DE.

(c) MCT FL has no current outstanding liabilities.

(d) Because ASLAM MERCHANT is the sole member of both limited liability companies, and both limited liability companies are disregarded entities for income tax purposes, all transfers are effectively transfers from and to the same party such that there are no income tax consequences resulting from the transfers. Liquidation of MCT FL interest and termination of the entity as a necessary consequence of this merger has no income tax consequences.

(e) MCT FL and MCT DE shall file Articles or Certificate of Merger in their respective states to confirm MCT DE as the surviving company.

(f) This plan of merger and all actions taken pursuant to this plan of merger comply with Florida Statutes Sections 605.1021-1026 and Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

4. **INCOME TAXES.** This is a merger pursuant to Internal Revenue Code Section 368(a)(1)(A), therefore there are no income tax consequences of such merger.

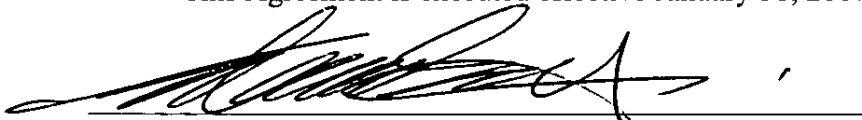
5. **AMENDMENTS.** No amendments to the Articles of Incorporation of MCT DE are required.

10. **GOVERNING LAW.** This Agreement shall be executed and delivered in the State of Delaware and the provisions hereof shall be construed and enforced in accordance with the laws of such state, regardless of any change of domicile of either or both of the Parties hereto.


11. **SEVERABILITY.** In the event any provision of this Agreement shall be held to be illegal, invalid, or void, for any reason whatsoever, by any court of competent jurisdiction, and such declaration shall be upheld on any and all appeals taken therefrom, this Agreement shall be read as if such illegal, invalid, or void provision were not a part hereof.

12. **HEADINGS.** The headings of the several paragraphs hereof are inserted solely for the convenience of reference and shall have no further effect.

This Agreement is executed effective January 31, 2017.



ASLAM MERCHANT, Sole Member and Sole Manager,  
MERCHANTS CAPITAL TRUST, a Florida  
Limited Liability Company



ASLAM MERCHANT, Sole Member and Sole Manager,  
MERCHANTS CAPITAL TRUST, a Delaware  
Limited Liability Company



**UNANIMOUS CONSENT IN LIEU OF A  
MEMBERS MEETING OF  
MERCHANTS CAPITAL TRUST, LLC, a Florida Limited Liability Company**

The undersigned, being the sole Member and Manager of MERCHANTS CAPITAL TRUST, LLC, a Florida Limited Liability Company ("MCT FL"), does hereby approve the following resolutions by written consent in lieu of a Members or Managers meeting as authorized by such action to have the same effect as if taken at a duly constituted meeting of the Members and Managers pursuant Florida Statutes Sections 605.04073.

RESOLVED, that any and all notice to take any action in adopting the following resolution is hereby waived by the undersigned.


RESOLVED, that any and all notice to take any action in adopting the following resolution is hereby waived by the undersigned pursuant to Fla. Stat 605.0119.

RESOLVED, that, pursuant to Florida Statutes Sections 605.1021-1026, the Members and Managers approve the attached Plan of of Merger with MERCHANTS CAPITAL TRUST, LLC, a Delaware Limited Liability Company, (MCTDE), with MCTDE to be the surviving Company.

IN WITNESS WHEREOF, this instrument has been executed by the undersigned as of the aforementioned date to be filed as part of the minutes of the Company.

**Merchants Capital Trust, LLC, a Florida Limited Liability Company**

Dated: January 31, 2017

  
ASLAM MERCHANT, Sole  
Member and Manager

**UNANIMOUS CONSENT IN LIEU OF A  
MEMBERS MEETING OF  
MERCHANTS CAPITAL TRUST, LLC, a Delaware Limited Liability Company**

The undersigned, being the sole Member and Manager of MERCHANTS CAPITAL TRUST, LLC, a Delaware Limited Liability Company ("MCT DE"), does hereby approve the following resolutions by written consent in lieu of a Members or Managers meeting as authorized by such action to have the same effect as if taken at a duly constituted meeting of the Members and Managers pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

RESOLVED, that any and all notice to take any action in adopting the following resolution is hereby waived by the undersigned.

RESOLVED, that, pursuant to Delaware Limited Liability Company Act, the Members and Managers approve the attached Plan of Merger with MERCHANTS CAPITAL TRUST, LLC, a Florida Limited Liability Company, (MCT FL), with MERCHANTS CAPITAL TRUST, LLC, a Delaware Limited Liability Company to be the surviving Company.

IN WITNESS WHEREOF, this instrument has been executed by the undersigned as of the aforementioned date to be filed as part of the minutes of the Company.

**Merchants Capital Trust, LLC, a Delaware Limited Liability Company**

Dated: January 31, 2017

  
ASLAM MERCHANT, Sole  
Member and Manager

# Delaware

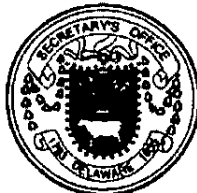
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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MERCHANTS CAPITAL TRUST, LLC", A FLORIDA LIMITED LIABILITY  
COMPANY,

WITH AND INTO "MERCHANTS CAPITAL TRUST, LLC" UNDER THE NAME  
OF "MERCHANTS CAPITAL TRUST, LLC", A LIMITED LIABILITY COMPANY  
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,  
AS RECEIVED AND FILED IN THIS OFFICE ON THE EIGHTH DAY OF MAY,  
A.D. 2017, AT 11:34 O'CLOCK A.M.



6295747 8100M  
SR# 20173197934

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 202505293  
Date: 05-08-17

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:34 AM 05/08/2017  
FILED 11:34 AM 05/08/2017  
SR 20173197934 - File Number 6295747

**State of Delaware**  
**Certificate of Merger of a Foreign Limited Liability Company**  
**into a Domestic Limited Liability Company**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

**First:** The name of the surviving Limited Liability Company is Merchants Capital Trust, LLC, a Delaware Limited Liability Company.

**Second:** The name of the Limited Liability Company being merged into this surviving Limited Liability Company is Merchants Capital Trust, LLC.  
The jurisdiction in which this Limited Liability Company was formed is Florida.

**Third:** The Agreement of Merger has been approved and executed by both Limited Liability Companies.

**Fourth:** The name of the surviving Limited Liability Company is Merchants Capital Trust, LLC, A Delaware Limited Liability Company.

**Fifth:** The executed agreement of merger is on file at 250 S. Central Blvd., Suite 202, Jupiter, FL 33458  
the principal place of business of the surviving Limited Liability Company.

**Sixth:** A copy of the agreement of merger will be furnished by the surviving Limited Liability Company on request, without cost, to any member of the Limited Liability Company or any person holding an interest in any other business entity which is to merge or consolidate.

**IN WITNESS WHEREOF,** said Limited Liability Company has caused this certificate to be signed by an authorized person, this 27th day of February, A.D., 2017.

By: 

Authorized Person

Name: Aslam Merchant

Print or Type