

L14000103913

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.

((H200002131863)))



H200002131863ABCX

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 : STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON
Account Number : I2C060000135
Phone : (305) 789-3200
Fax Number : (305) 789-4137

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**MERGER OR SHARE EXCHANGE
APPLIED BEHAVIORAL STRATEGIES, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	13
Estimated Charge	\$58.75

\$80

Electronic Filing Menu

Corporate Filing Menu

Help

JUL 08 2020

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>
Applied Behavioral Strategies, LLC	Florida	LLC
Applied Behavioral Strategies, LLC	Connecticut	LLC

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>
Applied Behavioral Strategies, LLC	Connecticut	LLC

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).

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:

Corporate Creations International Inc.

801 US Highway 1

North Palm Beach, FL 33408

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 Entry/Organization:

Signature(s)

Typed or Printed

Name of Individual

Applied Behavioral Strategies, LLC



Melissa L. Olive

Applied Behavioral Strategies, LLC



Melissa L. Olive

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

Fees: 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

Certified Copy (optional):

\$30.00

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement"), dated as of June 29, 2020, is entered into by and between Applied Behavioral Strategies, LLC, a Connecticut limited liability company ("Applied CT"), and Applied Behavioral Strategies, LLC, a Florida limited liability company ("Applied FL").

WITNESSETH:

WHEREAS, Applied CT is a limited liability company duly organized and existing under the laws of the State of Connecticut;

WHEREAS, Applied FL is a limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, the sole member of Applied CT and Applied FL deems it advisable and in the best interests of each of her respective entities to have Applied FL merge with and into Applied CT pursuant to this Agreement and the applicable provisions of the laws of the State of Florida and the State of Connecticut (the "Merger");

NOW, THEREFORE, the parties hereto, in consideration of the premises, mutual covenants and agreements herein contained, hereby agree as follows:

ARTICLE 1 THE MERGER

On the Effective Date of the Merger (as hereinafter defined) and in accordance with the laws of the State of Florida and the State of Connecticut, Applied FL shall merge with and into Applied CT, with Applied CT being the limited liability company surviving the Merger (the "Surviving Company").

ARTICLE 2 EFFECTIVE DATE

Articles of Merger, substantially in the form attached as Exhibit "A" hereto, executed in accordance with the laws of the State of Florida shall be filed with the Secretary of State of the State of Florida. A Certificate of Merger, substantially in the form attached as Exhibit "B" hereto, executed in accordance with the laws of the State of Connecticut shall be filed with the Secretary of State of the State of Connecticut. The Merger shall become effective on the later of (i) the date and time the Articles of Merger are filed with the Secretary of State of the State of Florida and (ii) the date and time the Certificate of Merger is filed with the Secretary of State of the State of Connecticut (the "Effective Date of the Merger").

ARTICLE 3
CERTAIN RESULTS OF THE MERGER

(a) Succession by Surviving Company; Effects of the Merger. Upon the Merger becoming effective and by virtue thereof Applied CT and Applied FL shall become and be a single limited liability company, with Applied CT as the Surviving Company, and the separate limited liability company existence of Applied FL shall cease. The Merger shall have the effects set forth in Section 605.1026 of the Florida Revised Limited Liability Company Act.

(b) Articles of Organization and Members of Surviving Company. Upon the Merger becoming effective:

(i) The Certificate of Organization of Applied CT as in effect immediately prior to the Merger becoming effective, shall be the Certificate of Organization of the Surviving Company unless and until amended in the manner provided by law and said Certificate of Organization.

(ii) The Operating Agreement of Applied CT in effect immediately prior to the Merger becoming effective shall be the Operating Agreement of the Surviving Company until amended in the manner provided by law, the Articles of Organization of the Surviving Company and said Operating Agreement.

ARTICLE 4
CONVERSION AND EXCHANGE OF MEMBERSHIP INTERESTS
UPON THE EFFECTIVE DATE OF THE MERGER

(a) Applied CT Membership Interests. Each membership interest in Applied CT owned by the members of Applied CT immediately prior to the Effective Date of the Merger shall continue to be owned by each member at and after the Effective Date of the Merger as the members' membership interests in the Surviving Company.

(b) Applied FL Membership Interests. Upon the Effective Date of the Merger, each membership interest owned by the members of Applied FL immediately prior to the Effective Date of the Merger shall be cancelled and extinguished.

ARTICLE 5
MISCELLANEOUS

(a) Amendments. This Agreement shall not be modified or amended except by an instrument in writing signed by or on behalf of the parties hereto.

(b) Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

(c) Governing Law. This Agreement shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Connecticut.

(d) Assignment. This Agreement and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Agreement nor any of the rights, interest or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other parties.

(e) Headings. The headings of the sections and articles of this Agreement are inserted for convenience only and shall not constitute a part hereof.

[SIGNATURES ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties hereto have caused this Plan and Agreement of Merger to be duly executed on their behalf as of the date first above written.

APPLIED BEHAVIORAL STRATEGIES, LLC,
a Connecticut limited liability company

By: 

Name: Melissa L. Olive

Its: Sole Member

APPLIED BEHAVIORAL STRATEGIES, LLC,
a Florida limited liability company

By: 

Name: Melissa L. Olive

Its: Sole Member

EXHIBIT A

Form of Articles of Merger

EXHIBIT B

Form of Certificate of Merger

CERTIFICATE OF MERGER

OF

APPLIED BEHAVIORAL STRATEGIES, LLC
(a Florida limited liability company)

WITH AND INTO

APPLIED BEHAVIORAL STRATEGIES, LLC
(a Connecticut limited liability company)

Pursuant to Chapter 613a
of the General Statutes of Connecticut ("GSC").

The undersigned hereby certify the following information relating to the merger (the "Merger") of Applied Behavioral Strategies, LLC, a Florida limited liability company (the "Foreign Company"), with and into Applied Behavioral Strategies, LLC, a Connecticut limited liability company (the "Domestic Company");

FIRST: The names and jurisdictions of each of the merging limited liability companies (together, the "Constituent Companies") are as follows:

<u>Name of Constituent Corporation</u>	<u>Jurisdiction of Organization</u>
Applied Behavioral Strategies, LLC	Florida
Applied Behavioral Strategies, LLC	Connecticut

SECOND: The Domestic Company shall be the surviving limited liability company (the "Surviving Company") in the Merger. The name of the Surviving Company shall remain and be Applied Behavioral Strategies, LLC.

THIRD: In accordance with the requirements of Sections 34-279h and 34-279i of the GSC, and of the organic law of the Foreign Company, the Constituent Companies have entered into a plan of merger (the "Merger Agreement") setting forth the terms and conditions of the Merger and evidencing the written approval of the holder of one hundred percent (100%) of the transferable interests of the respective Constituent Companies.

FOURTH: The Certificate of Organization of the Domestic Company, in effect immediately prior to the Merger shall be and remain in effect as the Certificate of Organization of the Surviving Company.

FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Company. The address of the principal place of business of the Domestic Company in effect immediately prior to the Merger shall be and remain the principal place of business of the Surviving Company.

SIXTH: A copy of the executed Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any member of either of the Constituent Companies.

SEVENTH. This Certificate of Merger shall become effective upon the filing of this Certificate of Merger.

[Remainder of page intentionally blank. Signature page follows.]

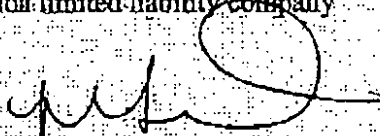
IN WITNESS WHEREOF, the below authorized persons have executed this Certificate of Merger on behalf of the respective Constituent Companies this 29th day of June, 2020.

APPLIED BEHAVIORAL STRATEGIES, LLC,
a Connecticut limited liability company



By: _____
Name: Melissa L. Olive
Its: Sole Member

APPLIED BEHAVIORAL STRATEGIES, LLC,
a Florida limited liability company



By: _____
Name: Melissa L. Olive
Its: Sole Member