

L15000148344

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

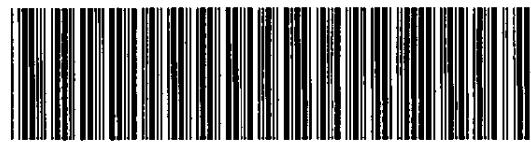
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SECRETARY OF STATE
TAMMY WILSON
15 DEC - 7 PM 3:17

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MURKIN

FOLDS & WALKER, LLC

ATTORNEYS AT LAW

ALLISON E. FOLDS†
S. SCOTT WALKER‡

L. ALISON WALKER
NORMAN BLEDSOE
COURTNEY W. JOHNSON^
A. DEREK FOLDS

527 E. UNIVERSITY AVENUE
GAINESVILLE, FL 32601
TELEPHONE (352) 372-1282
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WWW.FOLDSANDWALKER.COM

DAVID W. WAGNER, *Of Counsel*

† Certified Family and Circuit Civil Mediator

‡ Certified Family Mediator

^Also admitted to West Virginia

December 3
November ____, 2015

Amendment Section
Division of Corporations
Attn: Valerie Herring
P.O. Box 6327
Tallahassee, Florida 32314

Re: The ITM Group, LLC – Document no. L15000148344

Dear Ms. Herring,

Enclosed, please find the Articles of Merger for the above-referenced entity. The fee for this transaction will be \$80.00, comprised of \$25.00 for the limited liability company, \$25.00 for the general partnership, and \$30.00 for the certified copy. Our office already has \$77.50 on file with the Division of Corporations. Enclosed, please find a check in the amount of \$2.50 for the balance of the fee due.

At your earliest convenience, please advise whether your office will recognize this filing. Please call me with any questions or concerns which you may have. Thanking you in advance for your cooperation and assistance, I remain

Very Truly Yours,


Norman S. Bledsoe, Esq.

Enclosures

Cc (with enclosures): Client

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The ITM Group, 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:

Norman S. Bledsoe, Esq.

Contact Person

Folds & Walker, LLC

Firm/Company

527 East University Avenue

Address

Gainesville, Florida 32601

City, State and Zip Code

norm@foldsandwalker.com

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

For further information concerning this matter, please call:

Norman Bledsoe at (352) 372-1282
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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 22, 2015

NORMAN S. BLEDSOE, ESQ
FOLDS & WALKER, LLC
527 EAST UNIVERSITY AVENUE
GAINESVILLE, FL 32601

SUBJECT: THE ITM GROUP, LLC
Ref. Number: W15000070107

We have received your document for THE ITM GROUP, LLC and your check(s) totaling \$77.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please complete correct documents and pay additional fee.,

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

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) 245-6052.

Tyrone Scott
Regulatory Specialist II

Letter Number: 115A00022393

**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>
The ITM Group, LLC	Florida	Limited Liability Company
The ITM Group <u>GP02-1087</u>	Florida	General Partnership

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>
The ITM Group, LLC <u>L15-148344</u>	Florida	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).

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:

There is no amendment to the public, organic record of The ITM Group, LLC.

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:

January 1, 2016

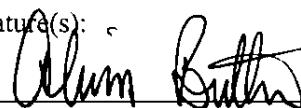
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

The ITM Group, LLC

Signature(s):

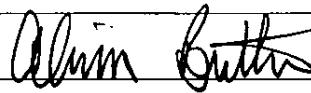


Typed or Printed

Name of Individual:

by: Manager, Alvin Butler, P.A.

The ITM Group



Alvin Butler, President of Mgr

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

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RESOLUTION APPROVING MERGER OF THE FLORIDA GENERAL PARTNERSHIP "THE ITM GROUP" WITH THE FLORIDA LIMITED LIABILITY COMPANY, "THE ITM GROUP, LLC", WAIVING ANY NOTICE PERIOD FOR THE SAME, AND ADOPTING A PLAN OF MERGER

The undersigned, being all of the partners holding all ownership interests in **THE ITM GROUP**, a Florida general partnership (the "Partnership") and in **THE ITM GROUP, LLC**, a Florida Limited Liability Company (the "LLC"), hereby take the following action, pursuant to the terms of Sections 620.8916-620.8923 and 605.1021-605.1026 of the Florida Statutes:

WHEREAS, the undersigned partners of the Partnership desire to merge the Partnership into the LLC; AND

WHEREAS, the undersigned members of the LLC desire to merge the LLC with, and absorb, the Partnership; AND

WHEREAS, the undersigned partners have filed Articles of Organization to create a Florida Limited Liability Company, **THE ITM GROUP, LLC**, a copy of which are attached hereto as Exhibit A;

IT IS, THEREFORE, RESOLVED THAT:

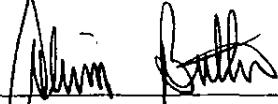
As of January 1, 2016 (the "Effective Date"), the Partnership and the LLC shall merge. The surviving entity shall be the LLC. The undersigned partners of the partnership and members of the LLC hereby waive any notice or waiting period for a meeting to approve such merger. The Plan of Merger is as follows.

Upon the merger becoming effective on the Effective Date, the following shall occur:

- 1) All property of the Partnership shall continue to be vested in the Limited Liability Company without transfer, reversion, or impairment, and all debts, obligations, and other liabilities of the Partnership shall continue as debts, obligations, and other liabilities of the Limited Liability Company.
- 2) All rights, privileges, immunities, powers, and purposes of the Partnership remain in the Limited Liability Company, and the name of the Limited Liability Company may be substituted for the name of the Partnership in any pending legal proceeding.
- 3) The undersigned partners' interests in the Partnership shall be, in identical proportions, membership interests in the Limited Liability Company, such that the percentage each undersigned partner owns in the Partnership shall equal the initial membership interest in the Limited Liability Company.
- 4) Prior to the Effective Date, the Partnership and the LLC may abandon this plan of merger in the same manner as the plan was approved.
- 5) The Partnership shall cease to exist.

DULY EXECUTED BY the parties, as set forth below.

ALVIN BUTLER, P.A.


By: Its President, Alvin Butler
Date: 11/13/15

HARRY F. SPEARS, P.A.


By: Its President, Harry Spears
Date: 16 Nov 15