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OCT 03 2017

Merger

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17 SEP 29 PM 14:27

Lockman Advisory Services, PLLC

115 Lakeshore Dr. #648
North Palm Beach, FL 33408
248-894-5015
stuartlockman@gmail.com

September 25, 2017

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

Re: Merger of Lockman Advisory Services, PLLC (Michigan) into Lockman Advisory Services, PLLC (Florida)

Dear Sir or Madam

I am the sole member of two professional limited liability companies, one of which was formed in Michigan and one in Florida. The Florida PLLC was filed July 11, 2017 and has Florida document number L17000148512. Both PLLC's are named Lockman Advisory Services, PLLC.

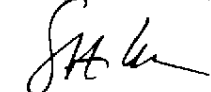
I wish to merge the Michigan entity into the Florida one, with the Florida one as the surviving entity. This is authorized under Section 605.1021(1)(a) of the Florida Statutes. Toward that end, I have enclosed a form Cover Letter, Articles of Merger and Plan of Merger. I have also enclosed a check in the amount of \$50.00, made payable to the Florida Department of State, Division of Corporations.

As part of the Plan of Merger, I have amended the Articles of Organization of the Florida PLLC to add a new Article V, as authorized under Section 605.1022(1)(d). You will see that language as part of the Plan of Merger.

If you have any questions or concerns about these documents, please call me at 248-894-5015.

Thank you for your cooperation.

Lockman Advisory Services, PLLC.



Stuart Lockman
Sole Member

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Lockman Advisory Services, PLLC

Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Stuart Lockman

Contact Person

Lockman Advisory Services, PLLC

Firm/Company

115 Lakeshore Drive, Apt. 648

Address

North Palm Beach, FL 33408

City, State and Zip Code

stuartlockman@gmail.com

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

For further information concerning this matter, please call:

Stuart Lockman

248

894-5015

at ()

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

**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>
Lockman Advisory Services, PLLC	Michigan	professional 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>
Lockman Advisory Services, PLLC	Florida	professional LLC L7700148512
_____	_____	_____

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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CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

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

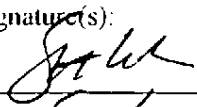
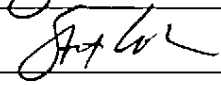
- ☒ This entity exists before the merger and is a domestic filing entity; the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity; the public organic record is attached.
- ☐ This entity is created by the merger and is a 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:

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:
Lockman Advisory Services, PLLC		Stuart Lockman, sole member
Lockman Advisory Services, PLLC		Stuart Lockman, sole member

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

<u>Fees:</u>	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	<u>Certified Copy (optional):</u>	\$30.00

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") is dated as of September 18, 2017, by and between Lockman Advisory Services, PLLC, a Michigan professional limited liability company ("Michigan PLLC") and Lockman Advisory Services, PLLC, a Florida professional limited liability company ("Florida PLLC"). Michigan PLLC and Florida PLLC are sometimes referred to herein collectively as the "Parties" and individually as a "Party."

Florida PLLC is sometimes referred to in this Plan as the "Surviving PLLC."

STATEMENT OF FACTS

The Parties deem it advisable and in the best interests of each of them and their respective sole members that Michigan PLLC shall be merged with and into Florida PLLC under the terms and conditions stated, such merger to be effective pursuant to the laws of the State of Florida and the laws of the State of Michigan.

In consideration of the foregoing, the Parties agree as follows:

1. Michigan PLLC shall merge with and into Florida PLLC, with Florida PLLC to be the Surviving PLLC. The separate existence of Michigan PLLC shall cease as of the date of the filing of the Articles of Merger (the "Effective Date"), except insofar as it may be continued by applicable law or in order to carry out the purposes of this Plan and except as continued by the Surviving PLLC.
2. The Articles of Organization of Florida PLLC, in effect on this date, shall continue in full force and effect as the Articles of Organization of the Surviving PLLC until the same shall be modified in accordance with the laws of the State of Florida, with the exception that the following provision shall be added as Article V of the Articles of Organization of the Florida PLLC:

Article V: To the fullest extent provided by law and the Florida Revised Limited Liability Company Act ("Act"), no member or manager of the Limited Liability Company shall be personally liable for the acts, omissions, debts or liability of the Limited Liability Company. The monetary liability of the member or manager for breach of any duty established under the Act is limited to the fullest extent permitted by the Act. The Company will indemnify and hold harmless the member and manager from and against any and all losses, expenses, claims and demands sustained by reason of any act or omissions or alleged acts or omissions of the member or manager, including judgments, settlements, penalties, fines or expenses incurred in a proceeding to which the member or manager is a party or threatened to be made a party because the person is or was a member or manager, to the fullest extent permitted by law or contract.

3. Upon the Effective Date and without further action by any person or entity, there shall be no change in the membership of Florida PLLC as Florida PLLC and Michigan PLLC have the same sole member.

4. Upon the Effective Date, Florida PLLC, as the Surviving PLLC, shall succeed to and possess, without further act or deed, all of the rights, privileges, obligations, powers and franchises, both public and private, and all of the property, real, personal and mixed, of each of the Parties. All debts due to either of the Parties, on whatever account, shall be vested in Florida PLLC, as the Surviving PLLC; all claims, demands, property, rights, privileges, powers and every other interest of either Party shall be as effectively the property of Florida PLLC, as the Surviving PLLC, as they were of the respective Parties; all rights of creditors and all liens upon any property of either Party shall be preserved unimpaired; all debts, liabilities and duties of the Parties shall thenceforth attach to Florida PLLC, as the Surviving PLLC, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it; and Florida PLLC, as the Surviving PLLC, shall indemnify and hold harmless the members and managers and officers of each of the Parties against all such debts, liabilities and duties and all claims and demands arising out of the merger.
5. As and when requested by the Florida PLLC, as the Surviving PLLC, or its successors or assigns, Michigan PLLC will execute and deliver, or cause to be executed and delivered, all such deeds and instruments and will take or cause to be taken all such further action as Florida PLLC, as the Surviving PLLC, may deem necessary or desirable, in order to properly vest in and confirm to Florida PLLC, as the Surviving PLLC, title to and possession of any property of either of the Parties acquired by Florida PLLC, as the Surviving PLLC, by reason of or as a result of the merger or to carry out the intent and purposes hereof. The members and managers and officers of Michigan PLLC and the members and managers and officers of the Florida PLLC are fully authorized in the name of Michigan PLLC or otherwise to take any and all such action.
6. The members and managers and officers of the Florida PLLC, as the Surviving PLLC, are hereby authorized, empowered, and directed to do any and all acts and things and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

IN WITNESS WHEREOF, the Parties, pursuant to the approval and authority given by their respective sole member, have caused this Plan to be executed as of the date first above written.

Lockman Advisory Services, PLLC
a Michigan professional limited liability
company

By: _____

Stuart Lockman
Sole Member

Lockman Advisory Services, PLLC
a Florida professional limited liability
company

By: _____

Stuart Lockman
Sole Member

"Michigan PLLC"

"Florida PLLC" and "Surviving PLLC"