

L18000291069

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

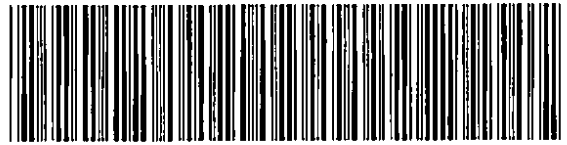
Rec 1/7/19

Walk In

\$ 70.00

plus \$10.00

Office Use Only



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01/02/19--01001--020 \*\*\$0.00

01/07/19--01002--001 \*\*\$0.00

S TALLENT

JAN 08 2019

18 DEC 28 PM 4:55

RECEIVED  
JAN 08 2019

Merger

FILED  
JAN 7 7 PM 4:55  
JAN 08 2019

RS



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 3, 2019

CAPITAL CONNECTION, INC.  
UTF SUB LLC

SUBJECT: UTF SUB LLC  
Ref. Number: L18000291069

We have received your document and check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

THE INSTRUCTION SHEET ATTACHED PROVIDES THE FEES TO FILE THE MERGER. AN ADDITIONAL \$10.00 IS DUE.

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) 245-6050.

Susan Tallent  
Regulatory Specialist II

Letter Number: 419A00000146

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

UTF SUB LLC

Signature \_\_\_\_\_

Requested by: BA

12/28/18

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

\_\_\_\_ Art of Inc. File \_\_\_\_\_

\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_ Trade/Service Mark \_\_\_\_\_

☒ Merger File \_\_\_\_\_

\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

\_\_\_\_ Cert. Copy \_\_\_\_\_

☒ Photo Copy \_\_\_\_\_

\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

\_\_\_\_ Courier \_\_\_\_\_

Articles of Merger  
For  
UNITED TRUST FUND, INC., a Florida  
Profit Corporation Into  
UTF SUB LLC, a Florida limited  
liability company

FILED  
19 JUN -7 PM 16:25

The following Articles of Merger are submitted to merge the following Florida Profit in accordance with s. 607.1109, 617.0302 or 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>
UNITED TRUST FUND, INC.	Florida	Corporation (For Profit) 527202

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

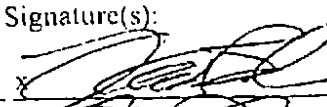


<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
UTF SUB LLC	Florida	Limited Liability Company L18000291066

**THIRD:** The attached plan of merger was approved by each domestic corporation and limited liability company, that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 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 formed, organized or incorporated.

**FIFTH:** The effective date of the merger, shall be December 31, 2018.

**SIXTH:** Signatures for Each Party

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
UNITED TRUST FUND, INC.	x 	Fred Berliner, President
UTF SUB LLC	x 	Fred Berliner, Manager
UTF SUB LLC	x 	Paul Domb, Manager

## PLAN OF MERGER

**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>
<u>UNITED TRUST FUND, INC.</u>	<u>Florida</u>	<u>Corporation (For Profit)</u>

**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>
<u>UTF SUB LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>

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

UTF SUB LLC, a Florid limited liability company, is owned 100% by UNITED TRUST FUND, LLC, a Delaware limited liability company. UNITED TRUST FUND, INC., a Florida corporation, and UNITED TRUST FUND, LLC, a Delaware limited liability company, are owned by the same individuals in identical percentages. Accordingly, there is no change in the individual owners or percentages of ownership, directly or indirectly, in the merging entity, UNITED TRUST FUND, INC., and the surviving entity, UTF SUB LLC. UNITED TRUST FUND, INC.'s shareholders, and the Members and Managers of UNITED TRUST FUND, LLC and UTF SUB LLC have all waived in writing notification otherwise required of appraisal rights under the applicable Florida Statutes. The Articles of Organization of UTF SUB LLC are unchanged by this merger.

### **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:

There is no change in the individual owners or percentages of ownership directly or indirectly, in the merging entity, UNITED TRUST FUND, INC., and the surviving entity, UTF SUB LLC.

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

There is no change in the manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of the merged party into the rights to acquire the interests, shares, obligations or other securities of the survivor, into cash or other property.

**FIFTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Fred Berliner, Manager, 1805 Ponce De Leon Blvd., Suite 300, Coral Gables, FL 33134.

Paul Domb, Manager, 1805 Ponce De Leon Blvd., Suite 300, Coral Gables.