

4/3/2019

219000068727  
Bureau, Florida (561) 671-4361 (03/03) 04/03/2019 02:56:56 PM  
Division of Corporations

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.

((H19000110603 3)))



H190001106033ABCY

**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 : GUNSTER, YOAKLEY & STEWART, P.A.  
Account Number : 076117000420  
Phone : (561)650-0728  
Fax Number : (561)671-2527

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

Email Address: eas@gunster.com

**MERGER OR SHARE EXCHANGE**  
**Innovative Data Ventures LLC**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$108.75

Electronic Filing Menu

Corporate Filing Menu

Help

C. GOLDEN

APR - 4 2019

FILED

RECEIVED

2019 APR - 3 PM 2:45

2019 APR - 3 PM 4:12

RECEIVED  
TALLAHASSEE, FL

H19000110603 3

**CERTIFICATE OF MERGER****OF****INNOVATIVE DATA VENTURES LIMITED LIABILITY COMPANY**  
*(a New Jersey limited liability company)***WITH AND INTO****INNOVATIVE DATA VENTURES LLC**  
*(a Florida limited liability company)*

*The following Certificate of Merger is submitted in accordance with the Florida Revised Limited Liability Company Act (the "Act").*

**FIRST:** The *merging party* is INNOVATIVE DATA VENTURES LIMITED LIABILITY COMPANY, a New Jersey limited liability company.

**SECOND:** The *surviving party* is INNOVATIVE DATA VENTURES LLC, a Florida limited liability company.

**THIRD:** The attached Plan and Agreement of Merger was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of the Act.

**FOURTH:** The attached Plan and Agreement of Merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the jurisdiction under which such other business entity is organized.

**FIFTH:** The effective date of this merger will be April 5, 2019 (the "Effective Date").

**MERGING PARTY:****SURVIVING PARTY:**INNOVATIVE DATA VENTURES LIMITED  
LIABILITY COMPANY, a New Jersey limited  
liability companyINNOVATIVE DATA VENTURES LLC, a  
Florida limited liability companyBy: 

Bruce W. Gallagher, Manager

By: 

Bruce W. Gallagher, Manager

WFB\_ACTIVE 9251115.1

H19000110603 3

FILED  
H19000110603 3

2019 APR -3 PM 2:45

**PLAN AND AGREEMENT OF MERGER****OF****INNOVATIVE DATA VENTURES LIMITED LIABILITY COMPANY***(a New Jersey limited liability company)***WITH AND INTO****INNOVATIVE DATA VENTURES LLC***(a Florida limited liability company)*

**THIS PLAN AND AGREEMENT OF MERGER** (this "Agreement") is dated as of March 18, 2019, by and between INNOVATIVE DATA VENTURES LIMITED LIABILITY COMPANY, a New Jersey limited liability company ("IDV NJ"), as the merging party, and INNOVATIVE DATA VENTURES LLC, a Florida limited liability company ("IDV FL"), as the surviving party.

**WHEREAS**, BRUCE W. GALLAGER owns one hundred percent (100%) of the issued and outstanding membership interests in IDV NJ; and

**WHEREAS**, BRUCE W. GALLAGER owns one hundred percent (100%) of the issued and outstanding membership interests in IDV FL; and

**WHEREAS**, IDV NJ and IDV FL desire to enter into this Agreement for the merger of IDV NJ with and into IDV FL.

**NOW THEREFORE**, in consideration of the foregoing, the mutual covenants and agreements contained herein, and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereto intending to be legally bound do hereby agree as follows:

1. Merger. On and as of the Effective Date (as defined herein), IDV NJ shall be merged with and into IDV FL in accordance with the laws of New Jersey and Florida and this Agreement.

2. Surviving Entity. On and as of the Effective Date, the separate existence of IDV NJ shall cease, and IDV FL shall be the surviving entity, which shall continue as a limited liability company under the laws of the State of Florida.

3. Terms and Conditions of Merger. The terms and conditions of the merger are as follows:

- a. Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations, and other assets of every kind and description of IDV NJ shall be transferred to and vested in IDV FL without further act or deed.

H19000110603 3

H19000110603 3

- b. Assumption of Obligations. All obligations of IDV NJ shall become obligations of IDV FL.

4. Certificate of Formation and Operating Agreement. The Articles of Organization and Operating Agreement of IDV FL immediately prior to the merger shall survive as the Articles of Organization and Operating Agreement of the surviving party.

5. Effective Date. The effective date of this merger will be April 5, 2019 (the "Effective Date").

6. Membership Interests.

- a. Membership interests of IDV NJ immediately prior to the Effective Date shall not be converted in any manner, but each said interests which are issued immediately prior to Effective Date shall be surrendered and extinguished. There shall be no changes to the membership interests of IDV FL.
- b. Upon the Effective Date, all rights in respect of membership interests of IDV NJ shall be canceled. There shall be no change in the rights to acquire membership interests in IDV FL.

7. Manager. IDV FL is the surviving entity and it is to be manager-managed in accordance with its Operating Agreement and the laws of the State of Florida. The name and address of the manager of IDV FL is Bruce W. Gallagher, 240 Montant Drive, Palm Beach Gardens, Florida 33410.

IN WITNESS WHEREOF, the parties have executed this Agreement on the day and year first above written.

MERGING PARTY:

SURVIVING PARTY:

INNOVATIVE DATA VENTURES LIMITED  
LIABILITY COMPANY, a New Jersey limited  
liability company

INNOVATIVE DATA VENTURES LLC, a  
Florida limited liability company

By: 

Bruce W. Gallagher, Manager

By: 

Bruce W. Gallagher, Manager