

L95000000983

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

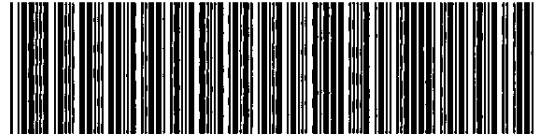
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900286989439

07/08/16--01008--009 **25.00

06/20/16--01007--010 **25.00

Merger
JUL 12 2016
R. WHITE

FILED
16 JUL 11 AM 11:34
150000000983
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 23, 2016

HEIDI J BARRETT KITCHEN
164 NW ROUTE 25 STE 2
MEREDITH, NH 03253

SUBJECT: ALLARD FAMILY L.C.
Ref. Number: L95000000983

We have received your document for ALLARD FAMILY L.C. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger for limited liability companies is \$25.00 per entity. As such, an additional \$25.00 is required to file the document.

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.

Rebekah White
Regulatory Specialist II

Letter Number: 816A00013243

16 JUL -8 PM 4:46
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CELEBRATING OVER 30 YEARS OF SERVICE TO OUR CLIENTS

*Please Respond to the Meredith Office
(603) 766-6208*

June 15, 2016

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Allard Family, L.C.

Dear Sir/Madam:

The above-captioned company has relocated to New Hampshire and conducts all its business in New Hampshire. The members have resolved to merge the originating Florida domestic limited liability company into the New Hampshire limited liability company with the sole surviving jurisdiction of the entity being in New Hampshire. In connection therewith please find the following:

1. Certificate of Merger;
2. Copy of Certificate of Authority with respect to the merger;
3. Copy of Certificate of Merger (NH); and
4. Copy of Certificate of Formation (NH); and
5. Check in the amount of \$25.00 for filing fees in this matter.

Please provide me with a "filed" copy of the Certificate of Formation at your earliest convenience.

Should you have any questions, please do not hesitate to contact me.

Sincerely,


Heidi J. Barrett-Kitchen
hkitchen@dtclawyers.com

Enclosure

MICHAEL J. DONAHUE
CHARLES F. TUCKER
ROBERT D. CIANDELLA
LIZABETH M. MACDONALD
JOHN J. RATIGAN
DENISE A. POULOS
ROBERT M. DEROSIER
CHRISTOPHER L. BOLDT
SHARON CUDDY SOMERS
DOUGLAS M. MANSFIELD
KATHERINE B. MILLER
CHRISTOPHER T. HILSON
JUSTIN L. PASAY
HEIDI J. BARRETT-KITCHEN
NICOLE L. TIBBETTS
ERIC A. MAHER
DANIELLE E. FLORY

OF COUNSEL
NICHOLAS R. AESCHLIMAN

ROBERT A. BATTLES
(1951-2010)

DONAHUE, TUCKER & CIANDELLA, PLLC
225 Water Street, P.O. Box 630, Exeter, NH 03833
111 Maplewood Avenue, Suite D, Portsmouth, NH 03801
Towle House, Unit 2, 164 NH Route 25, Meredith, NH 03253

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Allard Family, 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:

Heidi J. Barrett-Kitchen

Contact Person

DTC Lawyers

Firm/Company

164 NH Route 25, Suite 2

Address

Meredith, NH 03253

City, State and Zip Code

cael949@gmail.com

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

For further information concerning this matter, please call:

Heidi J Barrett-Kitchen

at (603) 766-6208

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**

FILED

16 JUL 11 AM 11:34

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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>
Allard Family L.C.	Florida	limited liability company
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
Allard Family, LLC	New Hampshire	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)

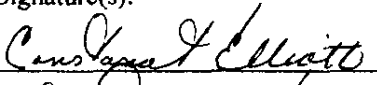

- ☐ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a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

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:
Allard Family L.C.		Constance A. Elliott
Allard Family, LLC		Constance A. Elliott

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

**CERTIFICATE OF MERGER
PURSUANT TO NH RSA 304-C:158**

The following plan of merger is hereby submitted in accordance with New Hampshire RSA 304-C:158.

1. Allard Family L.C. was organized in the State of Florida on December 18, 1995 and was also established as a New Hampshire foreign limited liability company on April 14, 2016.
2. Allard Family LC now performs all of its business in New Hampshire.
3. An Agreement of Merger has been approved and signed by Allard Family LC, a Florida Domestic limited liability company (the "Florida entity") and Allard Family LLC a New Hampshire limited liability company (the "New Hampshire entity"). The Agreement of Merger is on file at the place of business of the surviving limited liability company.
4. When the planned merger takes effect, the existence of the Florida entity will cease and the New Hampshire entity will be the surviving limited liability company.
5. Title to all real estate and other property, permits, approvals, licenses and permits owned by the Florida entity will be vested in the New Hampshire entity without reversion or impairment.
6. The New Hampshire entity will assume all liabilities.
7. All actions and proceedings of the Florida entity shall vest in the New Hampshire entity without the need of any assignment or other action.
8. The members of the Florida entity shall exchange their shares for an equivalent amount of shares in the surviving New Hampshire entity.
9. It is the intent of the Merging Company and the Surviving Company that the transaction contemplated by this plan of merger shall constitute a merger under the Laws of the State of New Hampshire and qualify as a tax free reorganization within the meaning of IRC §§ 351, 368 and 708.
10. The merger of the Merging Company and the Surviving Company shall be effective as of the date as evidenced by the filing of the Certificate of Merger in accordance with New Hampshire RSA 304-C:158.

Merging Entity:

Allard Family L.C. (FL)

Constance Elliott
By: Constance Elliott, Managing Member
Date: *March 18, 2016*

Surviving Entity:

Allard Family, LLC (NH)

Constance Elliott
By: Constance Elliott, Managing Member
Date: *March 18, 2016*

State of New Hampshire
LLC - Mergers 2 Page(s)



T1615305075

PLAN OF MERGER

The following plan of merger is hereby submitted in accordance with New Hampshire Business Corporation Act, RSA 293-A:11.01 through RSA 293-A:11.08.

1. Allard Family L.C. was organized in the State of Florida on December 18, 1995 and was also established as a New Hampshire foreign limited liability company on April 14, 2016.
2. Allard Family LC now performs all of its business in New Hampshire.
3. Allard Family LC, a Florida Domestic limited liability company (the "Florida entity") plans to merge with Allard Family LLC a New Hampshire limited liability company (the "New Hampshire entity").
4. When the planned merger takes effect, the existence of the Florida entity will cease and the New Hampshire entity will be the surviving limited liability company.
5. Title to all real estate and other property, permits, approvals, licenses and permits owned by the Florida entity will be vested in the New Hampshire entity without reversion or impairment.
6. The New Hampshire entity will assume all liabilities.
7. All actions and proceedings of the Florida entity shall vest in the New Hampshire entity without the need of any assignment or other action.
8. The members of the Florida entity shall exchange their shares for an equivalent amount of shares in the surviving New Hampshire entity.
9. It is the intent of the Merging Company and the Surviving Company that the transaction contemplated by this plan of merger shall constitute a merger under the Laws of the State of New Hampshire and qualify as a tax free reorganization within the meaning of IRC §§ 351, 368 and 708.
10. The merger of the Merging Company and the Surviving Company shall be effective as of the date as evidenced by the filing of the Certificate of Merger in accordance with New Hampshire RSA 304-C:158.

Merging Entity:

Allard Family L.C. (FL)

By: Constance Elliott, Managing Member

Date: March 18, 2016

Surviving Entity:

Allard Family, LLC (NH)

By: Constance Elliott, Managing Member

Date: March 18, 2016

State of New Hampshire

Filing fee: \$100.00
Use black print or type.

Form LLC-1
RSA 304-C:31

Filed
Date Filed: 05/31/2016
Business ID: 748420
William M. Gardner
Secretary of State

CERTIFICATE OF FORMATION NEW HAMPSHIRE LIMITED LIABILITY COMPANY

THE UNDERSIGNED, under the New Hampshire Limited Liability Company Laws submits the following certificate of formation:

FIRST: The name of the limited liability company is Allard Family, LLC

Principal Business Information:

Principal Office Address: 182 Reed Street Manchester NH 03102
(no. & street) (city/town) (state) (zip code)

Principal Mailing Address (if different): _____
(no. & street) (city/town) (state) (zip code)

Business Phone: (603) 718-3313

Business Email: cae1949@gmail.com

☒ Please check if you would prefer to receive the Annual Report Reminder Notice by email.

SECOND: Describe the nature of the primary business or purposes (and if known, list the NAICS Code and Sub Code): to acquire, hold for investment, manage, rent and dispose of real estate investments
and to undertake such other related activities that may be reasonably necessary to achieve such
purpose.

THIRD: The name of the limited liability company's registered agent is:

Heidi J. Barrett-Kitchen

The complete address of its registered office (agent's business address) is:

184 NH Route 25 Meredith NH 03253
(no. & street) (city/town) (state) (zip code)

FOURTH: The management of the limited liability company is not vested in a manager or managers.

State of New Hampshire
Form LLC 1 - Certificate of Formation 2 Page(s)



T4615305074

CERTIFICATE OF FORMATION OF A
NEW HAMPSHIRE LIMITED LIABILITY COMPANY

Form LLC-1
(Cont.)

*Signature: Constance A. Elliott
Print or type name: Constance A. Elliott
Title: Member
(Enter "manager" or "member")
Date signed: March 18, 2016

Note: The sale or offer for sale of membership interests of the limited liability company will comply with the requirements of the New Hampshire Uniform Securities Act (RSA 421-B). The membership interests of the limited liability company: 1) have been registered or when offered will be registered under RSA 421-B; 2) are exempted or when offered will be exempted under RSA 421-B; 3) are or will be offered in a transaction exempted from registration under RSA 421-B; 4) are not securities under RSA 421-B; OR 5) are federal covered securities under RSA 421-B. The statement above shall not by itself constitute a registration or a notice of exemption from registration of securities within the meaning of sections 448 and 461(f)(3) of the United States Internal Revenue Code and the regulation promulgated thereunder.

* Must be signed by a manager; if no manager, must be signed by a member.

DISCLAIMER: All documents filed with the Corporation Division become public records and will be available for public inspection in either tangible or electronic form.

Mailing Address - Corporation Division, NH Dept. of State, 107 N Main St, Rm 204, Concord, NH 03301-4989
Physical Location - State House Annex, 3rd Floor, Rm 317, 28 Capitol St, Concord, NH