

M19 00000 2075

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

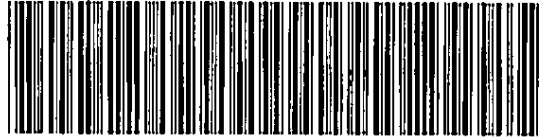
(Business Entity Name)

(Document Number)

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

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Office Use Only



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2019 MAY 13 AM 10:02

FILED

cc/CLIS  
Amend/changing  
jurisdiction

MAY 17 2019

I ALBRITTON



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 10, 2019

CODY MATHIS  
TROUTMAN SANDERS, LLP  
600 PEACHTREE STREET NW - STE. 3000  
ATLANTA, GA 30308

SUBJECT: FIRST FINANCIAL MERCHANT SERVICES, LLC  
Ref. Number: M19000002075

We have received your document for FIRST FINANCIAL MERCHANT SERVICES, LLC and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Presently it is unclear as to what your intentions are in filing this form as the name of the company appears to be the same. Please state the changes you wish to make.

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.

Irene Albritton  
Regulatory Specialist II

Letter Number: 819A00009503

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** FIRST FINANCIAL MERCHANT SERVICES, LLC  
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Cody Mathis

Name of Person

Troutman Sanders, LLP

Firm/Company

600 Peachtree Street NW, Suite 3000

Address

Atlanta, GA 30308

City/State and Zip Code

craig.hamilton@payscape.com

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

For further information concerning this matter, please call:

Cody Mathis

Name of Person

at ( 404 ) 885-3088

Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Enclosed is a check for the following amount:**

☐ \$25 Filing Fee

☐ \$30 Filing Fee &  
Certificate of Status

☐ \$55 Filing Fee &  
Certified Copy

☒ \$60 Filing Fee,  
Certificate of Status &  
Certified Copy



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 10, 2019

CODY MATHIS  
TROUTMAN SANDERS, LLP  
600 PEACHTREE STREET NW - STE. 3000  
ATLANTA, GA 30308

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Irene Albritton  
Regulatory Specialist II

Letter Number: 819A00009503

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE  
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN FLORIDA**

**SECTION I (1-4 must be completed)**

1. Name of limited liability Company as it appears on the records of the Florida Department of  
State: FIRST FINANCIAL MERCHANT SERVICES, LLC

Enter new principal office address, if applicable: \_\_\_\_\_

(Principal office address  
MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable: \_\_\_\_\_

(Mailing address  
MAY BE A POST OFFICE BOX)

2. The Florida document number of this limited liability company is: M19000002075

3. Jurisdiction of its organization: Georgia

4. Date authorized to do business in Florida: 02/27/2019

**SECTION II (5-9 complete only the applicable changes)**

5. New name of the limited liability company: \_\_\_\_\_  
(must contain "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "L.L.C.," or "LLC.")

6. If amending the registered agent and/or registered officer address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent: \_\_\_\_\_

New Registered Office Address: \_\_\_\_\_

*Enter Florida Street Address*

\_\_\_\_\_, Florida  
City Zip Code

New Registered Agent's Signature, if changing Registered Agent:

*Thereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

\_\_\_\_\_  
If Changing Registered Agent, Signature of New Registered Agent

Delaware

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Type of Action

		<input type="checkbox"/> Add
		<input type="checkbox"/> Remove
		<input type="checkbox"/> Add
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Signature of the authorized representative

**Adam Bloomston**

Typed or printed name of signee

**Filing Fee: \$25.00**

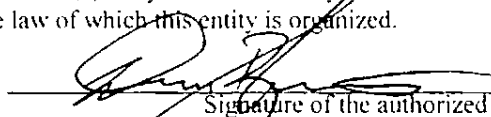
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

Delaware

8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(e), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
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		_____	<input type="checkbox"/> Remove

9. Attached is a certificate, if required: no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

  
\_\_\_\_\_  
Signature of the authorized representative

**Adam Bloomston**

\_\_\_\_\_  
Typed or printed name of signee

**Filing Fee: \$25.00**

# STATE OF GEORGIA

## Secretary of State

Corporations Division  
313 West Tower  
2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

### CERTIFICATE OF CONVERSION

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that articles of conversion have been filed on **4/26/2019** converting

**FIRST FINANCIAL MERCHANT SERVICES, LLC**

a Domestic Limited Liability Company

to

**FIRST FINANCIAL MERCHANT SERVICES, LLC**

a Foreign Non-Qualifying Entity

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid.

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on **04/26/2019**.



*Brad Raffensperger*

Brad Raffensperger  
Secretary of State



*State of Georgia*  
*Office of Secretary of State*

**CERTIFICATE OF CONVERSION**

April 26, 2019

Pursuant to Section 14-11-906 of the Georgia Limited Liability Company Act (the "Act"), the undersigned limited liability company does hereby submit this Certificate of Conversion for the purpose of converting to a foreign limited liability company

1. The name of the limited liability company is First Financial Merchant Services, LLC
2. The name of the resulting entity will be First Financial Merchant Services, LLC.
3. The jurisdiction to which the limited liability company shall be converted is the State of Delaware
4. The limited liability company's plan of conversion has been approved as required by Section 14-11-906(c) of the Act.
5. The authority of the limited liability company's registered agent to accept service on its behalf is revoked as of the effective date of the conversion, and the Georgia Secretary of State is irrevocably appointed as the agent for service of process on the resulting entity in any proceeding to enforce an obligation of the limited liability company arising prior to the effective date of such conversion
6. A copy of any process served on the Georgia Secretary of State under Section 14-11-906(g)(5) may be mailed to 2 Martin Luther King Jr. Dr., Suite 313 West Tower, Atlanta, GA 30334-1530.
7. The Secretary of State shall be notified of any change in the mailing address provided in Item 6 of this Certificate.

*[Signature on Following Page]*

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the date first written above.

First Financial Merchant Services, LLC

By: Payscape Holdings, LLC, its sole member

By: 

Name: Adam Bloomenthal

Title: Authorized Signatory

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FIRST FINANCIAL MERCHANT SERVICES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF APRIL, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FIRST FINANCIAL MERCHANT SERVICES, LLC" WAS FORMED ON THE TWENTY-SIXTH DAY OF APRIL, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.



7393774 8300

SR# 20193277120

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 202725823

Date: 04-29-19