

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

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

Email Address: _____

**MERGER OR SHARE EXCHANGE
PT CHURCH HOLDINGS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$95.00

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12 MAR 26 AM 8:46

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Corporate Filing Menu

G. MCLEOD

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MAR 28 2012

EXAMINER

<https://efile.sunbiz.org/scripts/efilcovr.exe>

3/26/2012

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PT CHURCH HOLDINGS, INC.
Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Brooke Ablon

Contact Person

c/o Fort Point Capital

Firm/Company

2 International Place, 34th Floor

Address

Boston, MA 02110

City, State and Zip Code

bablon@fortpointcapital.com

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

For further information concerning this matter, please call:

Brooke Ablon, President

Name of Contact Person

at (617)

320-5747

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

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

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, 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>
PT CHURCH HOLDINGS, INC.	Florida	Corporation
CHURCH SERVICES HOLDINGS, LLC	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>
PT CHURCH HOLDINGS, INC.	Florida	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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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: If other than the date of filing, the 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:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 2 International Place, 34th Floor

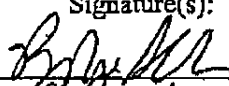

Boston, MA 02110

Mailing address: 2 International Place, 34th Floor

Boston, MA 02110

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
PT CHURCH HOLDINGS, INC.		Brooke Ablon
CHURCH SERVICES HOLDINGS, LLC		Brooke Ablon

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 a member or authorized representative

<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
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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>
PT CHURCH HOLDINGS, INC.	FLORIDA	CORPORATION
CHURCH SERVICES HOLDINGS, LLC	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>
PT CHURCH HOLDINGS, INC.	FLORIDA	CORPORATION

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

Church Services Holdings, LLC, a limited liability company organized under the laws of the state of Florida,
and a wholly-owned subsidiary of PT Church Holdings, Inc. will be merged with and into PT Church
Holdings, Inc., a corporation organized under the laws of the state of Florida. The effect of the merger will be
that Church Services Holdings, LLC will cease to exist and PT Church Holdings, Inc. will be the surviving
corporation.

(Attach additional sheet if necessary)

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:

All membership interests of Church Services Holdings, LLC prior to the merger will cease to exist and

all outstanding shares of PT Church Holdings, Inc. prior to the merger will remain unchanged and
outstanding.

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

At the time of the Merger, the Operating Agreement of Church Services Holdings, LLC will cease to exist and will be replaced by the bylaws of PT Church Holdings, Inc.

At the time of the Merger, the directors and officers of Church Services Holdings, LLC shall be the directors and officers of PT Church Holdings, Inc.

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)