

P08000106709

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

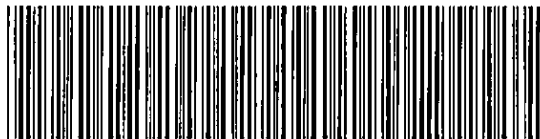
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DEC 27 2019

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2019 DEC 19 AM 10:53
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORRECTED
Please Allow For
Same File Date

Thank you!

December 20, 2019

CT CORP
TFG HOLDINGS, INC.

SUBJECT: TFG HOLDINGS, INC.
Ref. Number: P08000106709

RECEIVED

2019 DEC 26 AM 11:02

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

ON PAGE 4 OF 7, THE TERMS AND CONDITIONS ARE REQUIRED AND MUST BE COMPLETED.

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: 419A00025947

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 12/19/2019
Acc#I20160000072

en: c DW

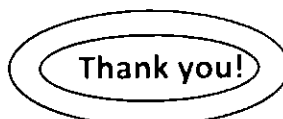
Name:	TFG HOLDINGS, INC.
Document #:	
Order #:	12491748

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input type="checkbox"/>
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Amount: \$ 70.00



Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity

FILED
2019 DEC 19 AM 10:53
SUN. NOV. 10 2019

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) 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>
TFG Holdings, Inc.	Florida	Corporation
The Fisher Group, LLC	Delaware	LLC

PO800106709

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>
The Fisher Group, LLC	Delaware	LLC

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, 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: 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:

January 1, 2020

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.

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:

Two Towne Square

Suite 900

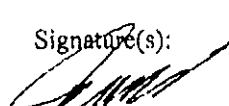
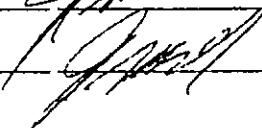
Southfield, MI 48076

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
TFG Holdings, Inc.		Janet Howard, Asst. Secy.
The Fisher Group, LLC		Janet Howard, CFO

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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>
TFG Holdings, Inc.	Florida	Corporation
The Fisher Group, LLC	Delaware	LLC

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>
The Fisher Group, LLC	Delaware	LLC

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

On the effective date of the merger, the outstanding
 shares of TFG Holdings, Inc., shall by virtue of the merger,
 be converted into the same number of membership units on a
 one for one basis of the Fisher Group, LLC.

(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:

On the effective date of the merger, The Fisher Group, LLC and TFG Holdings, Inc. will cease to exist

separately and TFG Holdings, Inc. shall be merged with and into The Fisher Group, LLC, in accordance

with this Plan of Merger and the applicable provisions of Florida and Delaware law. On the effective date

of the merger, the outstanding shares of TFG Holdings, Inc., shall by virtue of the merger, be converted

into the same number of membership units (on a one-for-one basis) of The Fisher Group, LLC.

(Attach additional sheet if necessary)

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

(Attach additional sheet if necessary)

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

Jane F. Sherman, Two Towne Square, Suite 900, Southfield, MI 48076

Phillip Wm. Fisher, Two Towne Square, Suite 900, Southfield, MI 48076

Roy Furman, Two Towne Square, Suite 900, Southfield, MI 48076

Peter D. Cummings, Two Towne Square, Suite 900, Southfield, MI 48076

Mark Davidoff, Two Towne Square, Suite 900, Southfield, MI 48076

(Attach additional sheet if necessary)

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

The merger of TFG Holdings, Inc. with and into The Fisher Group, LLC has been approved, authorized
and effectuated in accordance with the laws of the states of Florida and Delaware.

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)