

PD9000034008

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

(Business Entity Name)

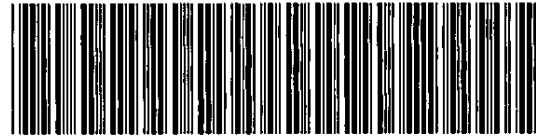
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

APR 23 2009

EXAMINER

FILE SECOND

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: New Core Holdings, Inc.

(Name of Surviving Party)

Please return all correspondence concerning this matter to:

Kenneth D. Chapman, Jr., Esq.

(Contact Person)

Chapman, Chapman & Chapman, P.A.

(Firm/Company)

1920 Golf Street

(Address)

Sarasota, FL 34236

(City, State and Zip Code)

For further information concerning this matter, please call:

Kenneth D. Chapman, Jr. at (941) 366-1600

(Name of Contact Person)

(Area Code and Daytime Telephone Number)

☐ Certified Copy (optional) \$8.75

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

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**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

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 or 617.0302, 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>
New Core Banking Systems, LLC	Florida	LLC L05000009796
New Core Holdings, Inc.	Florida	corporation P09000034008
_____	_____	_____
_____	_____	_____

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>
New Core 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:

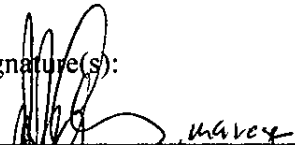
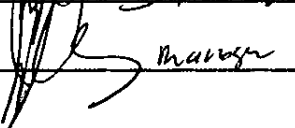
SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

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.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
New Core Banking Systems, LLC	 <i>Manager</i>	John Aranowicz, Manager
New Core Holdings, Inc.	 <i>Manager</i>	John Aranowicz, CEO/President

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

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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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>
New Core Banking Systems, LLC	Florida	LLC
New Core Holdings, Inc.	Florida	corporation

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>
New Core Holdings, Inc.	Florida	corporation

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

See attached "Plan of Merger"

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(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:

See attached "Plan of Merger"

(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:

See attached "Plan of Merger"

(Attach additional sheet if necessary)

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

N/A

(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:

N/A

(Attach additional sheet if necessary)

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

See attached "Plan of Merger"

(Attach additional sheet if necessary)

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

See attached "Plan of Merger"

(Attach additional sheet if necessary)

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PLAN OF MERGER
FOR
NEW CORE BANKING SYSTEMS, LLC
AND
NEW CORE HOLDINGS, INC.

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1. **Names of Merging Entities:** NEW CORE BANKING SYSTEMS, LLC ("NCBS"), a Florida limited liability company, shall be merged with and into NEW CORE HOLDINGS, INC. ("NCH"), a Florida corporation.
2. **Name and Form of Entity and Jurisdiction of Surviving Entity:** The name of the surviving entity is and shall be NEW CORE HOLDINGS, INC., a Florida corporation.
3. **Terms and Conditions of the Proposed Merger**
 - 3.1. **The Merger:** The merger of NCBS into NCH (the "Merger") shall occur at the Effective Time, as defined below, at which time the separate existence of NCBS shall cease. NCH shall be the surviving corporation (the "Surviving Corporation") and its corporate existence, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger. NCBS and NCH are hereinafter sometimes collectively referred to as the "Constituent Corporations." NCBS will also be referred to herein as "The Merging Limited Liability Company."
 - 3.2. **The Surviving Corporation:** The Surviving Corporation, without any further act or deed, shall (a) have the purposes and possess all the rights, privileges, immunities, powers, franchises and authority, both public and private, and be subject to all the restrictions, disabilities, duties and liabilities of the Constituent Corporations, and neither the rights of creditors nor any liens upon the property of either the Constituent Corporations shall be impaired by the Merger; (b) be vested with all the assets and property, whether real, personal or mixed, and every interest therein, wherever located, belonging to each of the Constituent Corporations; and (c) be liable for all of the obligations and liabilities of each Constituent Corporation existing immediately prior to the Effective Time. The title to any real estate or any interest therein vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.
 - 3.3. **Articles of Incorporation:** The Articles of Incorporation of NCH as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with the Florida Business Corporation Act ("FBCA").
 - 3.4. **By-Laws:** The By-Laws of NCH as in effect immediately prior to the Effective Time shall be the By-Laws of the Surviving Corporation until such shall thereafter be altered, amended or repealed in the manner provided for in such By-Laws and in accordance with FBCA.

- 3.5. **Directors and Officers:** The Board of Directors of the Surviving Corporation shall consist of John Aranowicz, Randall Clements and Christopher Darty and the officers of the Surviving Corporation shall be as follows:

Officers:

President, Treasurer and Chief Executive Officer	<u>John Aranowicz</u>
Secretary	<u>Christopher Darty</u>
Chief Technology Officer	<u>Randall Clements</u>

until their successors are elected and qualified.

4. **Manner and Basis of Converting Shares:** New Core Banking Systems, LLC as the Merging Limited Liability Company shall merge with and into the Surviving Corporation. The separate existence of the Merging Limited Liability Company shall cease. All properties, franchises and rights belonging to the Merging Limited Liability Company, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be responsible for all the liabilities and obligations of each corporation.

At the effective time, by virtue of the Merger, each Membership Unit of NCBS owned by a Member shall be converted into the right to receive one (1) share of NCH common stock (the "Merger Shares").

At the Effective Time, all Membership Interest Units of NCBS issued and outstanding immediately prior to the effective time shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each holder of a certificate representing any such Membership Interest Units shall cease to have any rights with respect thereto, except the right to receive the Merger Shares as set forth in the Agreement and Plan of Merger between the parties.

5. **Approval by NCBS Members.** The Agreement and Plan of Merger was adopted on or about April 20, 2009 pursuant to Section 608.4381 of the Florida Statutes by the Members of NCBS. The number of votes cast by the Members was sufficient for approval.

6. **Approval by NCH.** The Agreement and Plan of Merger was unanimously adopted by all of the directors of NCH by written consent of such directors on or about April 20, 2009, and shareholder approval was not required.

7. **Effective Time of the Merger:** The Merger shall become effective at the time of the filing of the Articles of Merger (the "Effective Time").

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