

P09000099455

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

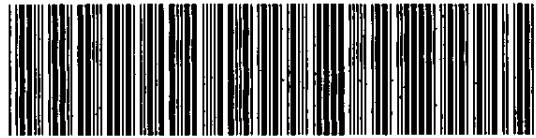
Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

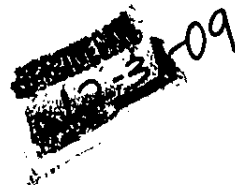
Remove
Wording Amendment
Attached!
Per
Thomas L.
Driscoll

Office Use Only



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12/21/09--01052--014 **78.75



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 DEC 21 PM 1:07

FILED

Merger

D. CORRELL DEC 23 2009

THOMAS L. DRISCOLL
ATTORNEY AT LAW

MEMORANDUM

BY FEDERAL EXPRESS

TO: Florida Department of State
FROM: Tom Driscoll
DATE: December 18, 2009
RE: Merging Entities

Please find attached four sets of merger documents. Two sets involve the merging corporations, and two sets involve merging a limited liability companies. All mergers are to be effective December 31, 2009.

In each case, a California company (currently qualified to do business in Florida) has formed a Florida subsidiary into which it now intends to merge. Upon the effectiveness of the merger, each of the surviving companies will change its name, pursuant to the enclosed Amendments of Articles, to the name of the disappearing entity. Because the disappearing entities, currently qualified to do business in Florida, will cease to exist by virtue of the mergers, their names will become available for use by the surviving entities. The four Amendments of Articles are also to be effective December 31, 2009.

In addition to filing the enclosed documents, I have also requested certified copies of each of the eight transactions (four mergers, and four amendments of articles). In order to separately account for the transactions, I have enclosed eight checks, four for the mergers, and four for the amendments of articles.

If you have any questions about any of the enclosed, or if there is anything more, I must do in order to effectuate these transactions by year end, I can be reached any time at 415/999-3507.

Thank you in advance for helping to effectuate these transactions.

Thomas L. Driscoll, Attorney at Law
2002 Third Street, #114
San Francisco, CA 94107
415/281-0900 (direct)
415/281-0903 (fax)
415/999-3507 (cell)
tdriscoll@tld3.com

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: L1 Merger Corp

DOCUMENT NUMBER: PO9000099455

The enclosed *Articles of Merger* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Thomas L. Driscoll
Name of Contact Person

Thomas L. Driscoll, Attorney at Law
Firm/ Company

2002 3rd St. #114
Address

San Francisco CA 94107
City/ State and Zip Code

TD@DRISCOLL@TLD3.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tom Driscoll at (415) 281-0900
Name of Contact Person Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

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

MAILING ADDRESS:

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

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
LI MERGER CORP.	Florida	P09000099455

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The Leadership Institute, Inc.	California	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 09 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/7/09.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/7/09.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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09 DEC 21 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-31-09

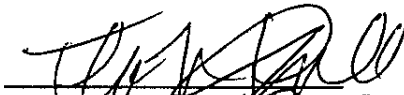
Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or
Director

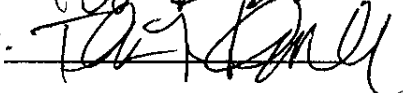
Typed or Printed Name of Individual & Title

LI Merger Corp.



Thomas L. Driscoll, VP and Secetary

The Leadership Institute, Inc.



Thomas L. Driscoll, VP and Secetary

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>The Leadership Institute, Inc.</u>	<u>California</u>

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>LI Merger Corp.</u>	<u>Florida</u>
<u> </u>	<u> </u>
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The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

1. Each outstanding share of The Leadership Institute, Inc. ("Merging Corporation") shall be converted into one (1) share of LI Merger Corp. ("Surviving Corporation").
2. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

1. Each outstanding share of The Leadership Institute, Inc. ("Merging Corporation") shall be converted into one (1) share of LI Merger Corp. ("Surviving Corporation").
2. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

1. This Merging Corporation owns 100% of the outstanding shares of Surviving Corporation. Merging Corporation shall be merged into Surviving Corporation.
2. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
3. The effect of the merger is as prescribed by law.
4. The effective date of the merger is December 31, 2009