

P12000056613

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

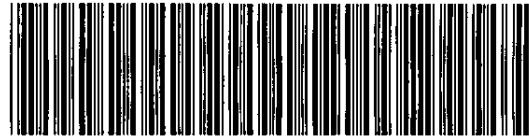
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 JUL -3 PM 2:08

C. LEWIS

JUL 21 2014

EXAMINER

**WILLIAM R. BLACK, JD, MBA**

**ATTORNEY AT LAW**

**WILLIAM R. BLACK, PLLC**

ADMITTED: FLORIDA & ILLINOIS

July 1, 2014

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: CLUBSCORE, INC  
P12000056613

Dear Sir:

Enclosed please find Articles of Merger for the above referenced Corporation together with my check # 2295 in the amount of \$78.75 to cover filing fees and one certified copy.

Should you have any questions concerning this correspondence please do not hesitate to contact this office. I remain

Sincerely,

A handwritten signature in black ink, appearing to be 'W. R. Black', written over a horizontal line.

William R. Black, Esquire  
For the firm

Enclosure(s)

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** CLUBSCORE, INC

Name of Surviving Party

Please return all correspondence concerning this matter to:

William R. Black

Contact Person

William R. Black, PLLC

Firm/Company

2312 Wilton Drive, Suite 5

Address

Wilton Manors, FL 33305

City, State and Zip Code

blackesq@bellsouth.net

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

For further information concerning this matter, please call:

William R. Black

Name of Contact Person

at ( 954 ) 745-7986

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

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DIVISION OF CORPORATIONS

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

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>
CLUBSCORE, INC	Florida	Corporation
INLIST, LLC	Florida	LLC
L13000135058		

**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>
P12000056613 CLUBSCORE, 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, 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 no more than 90 days after the date this document is filed by the Florida Department of State:

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**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:

N/A

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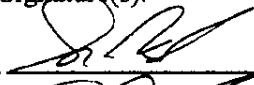

**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

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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DIVISION OF CORPORATIONS  
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**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
CLUBSCORE, INC		Gideon Kimbrell
INLIST LLC		Gideon Kimbrell

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

14 JUL -3 PM 2:09

**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>
CLUBSCORE, INC	Florida	Corporation
INLIST LLC	Florida	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>
CLUBSCORE, INC	Florida	Corporation

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

CLUBSCORE, INC and INLIST LLC a wholly owned subsidiary of CLUBSCORE, INC are to merge into CLUBSCORE, INC. The resulting entity shall own all the assets of both entities and be responsible for the obligations of both entities.

*(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:

As a wholly owned subsidiary of CLUBSCORE, INC interest, obligations and  
other securities will remain the responsibility of CLUBSCORE, INC

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*(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:

No change

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*(Attach additional sheet if necessary)*



**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)*

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

None

*(Attach additional sheet if necessary)*

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

None

*(Attach additional sheet if necessary)*