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TALLAHASSEE FLORIDA

Merger

JAN 19 2016

R. WHITE

**COVER LETTER**

**TO:** Amendment Section
Division of Corporations

**SUBJECT:** Legion Capital Corporation
Name of Surviving Party

Please return all correspondence concerning this matter to:

James Byrd
Contact Person

James Byrd P.A.
Firm/Company

301 E Pine St. Ste. 850
Address

Orlando Fl 32801
City, State and Zip Code

Jim@byrd.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jim Byrd at (407) 312 4405
Name of Contact Person 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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

| Name | Jurisdiction | Form/Entity Type |
|---|---|---|
| GreenSky Corporation | Delaware | Corporation |
| Legion Capital Corporation | Florida | Corporation |
| | | |
| | | |

**SECOND:** The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

| Name | Jurisdiction | Form/Entity Type |
|---|---|---|
| Legion Capital Corporation | Florida | Corporation (Profit) |

**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:

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**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:

1201 Orange St.

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Ste 600

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Wilmington, DE 19801

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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.

**EIGHTH:** Signature(s) for Each Party:

| Name of Entity/Organization: | Signature(s): | Typed or Printed Name of Individual: |
|---|---|---|
| GreenSky Corporation | | James Byrd |
| Legion Capital Corporation | | Douglas S Hackett |
| | | |
| | | |

| | |
|---|---|
| Corporations: | Chairman, Vice Chairman, President or Officer<br>*(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

## PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

| Name | Jurisdiction | Form/Entity Type |
|---|---|---|
| GreenSky Corporation | Delaware | Corporation (profit) |
| Legion Capital Corporation | Florida | Corporation (profit) |
| | | |
| | | |

**SECOND:** The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

| Name | Jurisdiction | Form/Entity Type |
|---|---|---|
| Legion Capital Corporation | Florida | Corporation |

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

The Shareholders in GreenSky Corporation will receive the exact number of shares in Legion Capital Corp
that they currently own and hold in GreenSky.

*(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:

by issuing new shares in Legion Capital Corporation to the GreenSky shareholders

*(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:

Through the issuance of new shares in Legion Capital Corporation to the Shareholders of GreenSky

in the same amounts as they hold or own in GreenSky

*(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:

n/a

*(Attach additional sheet if necessary)*

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

GreenSky will cease to exist and all assets and liabilities of GreenSky are now the assets and liabilities of L

*(Attach additional sheet if necessary)*