

PA60000893911

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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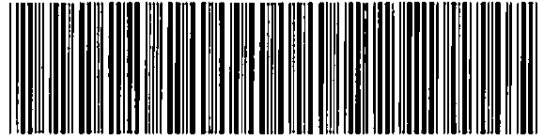
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEC 29 2017

merger

SORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 985125, 4320777
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 78.75

ORDER DATE : December 28, 2017
ORDER TIME : 2:16 PM
ORDER NO. : 985125-005
CUSTOMER NO: 4320777

ARTICLES OF MERGER

MERIDIAN DIVERSIFIED FUND,
LLC

INTO

MERIDIAN CAPITAL PARTNERS,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Roxanne Turner

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MERIDIAN CAPITAL PARTNERS, INC.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Daniel H. Landauer

Contact Person

Meridian Capital Partners, Inc.

Firm/Company

20 Corporate Woods Blvd. 4th Floor

Address

Albany, NY 12211

City, State and Zip Code

dlandauer@mcphedge.com

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

For further information concerning this matter, please call:

Kevin Joseph

at (518) 432-1600

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

FILED

2017 DEC 28 AM 10:16

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

ARTICLES OF MERGER
FILED

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>
Meridian Capital Partners, Inc.	Florida	Profit Corporation
Meridian Diversified Fund, LLC	Delaware	Limited Liability Company

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>
Meridian Capital Partners, Inc.	Florida	Profit 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 nor more than 90 days after the date this document is filed by the Florida Department of State: December 31, 2017

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.

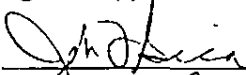
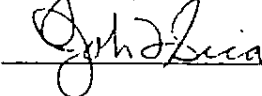
SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

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:
Meridian Capital Partners, Inc.	X 	John L. Sica
Meridian Diversified Fund, LLC	X 	John L. Sica

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>
Meridian Capital Partners, Inc.	Florida	Profit Corporation
Meridian Diversified Fund, LLC	Delaware	Limited Liability Company

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>
Meridian Capital Partners, Inc.	Florida	Profit Corporation

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

Upon the effective date of the merger, Meridian Capital Partners, Inc. will continue in existence as

Meridian Capital Partners, Inc. and succeed to and possess all of the rights, privileges and powers of

Meridian Diversified Fund, LLC and all of the assets and property of whatever kind and character of

Meridian Diversified Fund, LLC will vest in Meridian Capital Partners, Inc. without further act or deed.

Thereafter, Meridian Capital Partners, Inc., as Meridian Capital Partners, Inc., will be liable for all of the

liabilities and obligations of Meridian Diversified Fund, LLC in accordance with Section 607.11101 of the

Florida Business Corporation Act and Section 18-209 of the Delaware Limited Liability Company Act.

The Articles of Incorporation, By-laws, and Board of Directors of Meridian Capital Partners, Inc. in effect

immediately prior to the effective date of the merger will be the Articles of Incorporation, By-laws, and

Board of Directors of the surviving party.

(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:

Immediately prior to the merger, each member of Meridian Diversified Fund, LLC is also a shareholder of Meridian Capital Partners, Inc. and each member's percentage of ownership of the aggregate membership interest of Meridian Diversified Fund, LLC equals such member's percentage of ownership of the total number of issued and outstanding shares of common stock of Meridian Capital Partners, Inc. Accordingly, each membership interest in Meridian Diversified Fund, LLC will be cancelled upon effectiveness of the Merger, and each share of common stock of Meridian Capital Partners, Inc. that is issued and outstanding immediately before effectiveness of the Merger will continue to be an issued and outstanding share of common stock of the surviving party after the 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:

Not applicable

(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:

(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)

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