

N98000005118

(Requestor's Name)

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PICK-UP WAIT MAIL

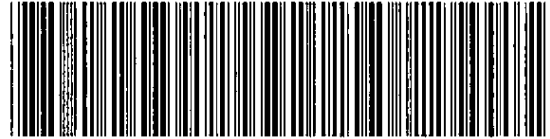
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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300419170453

effective date 12-31-23

Merged

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2023 DEC 19 AM 10:30

REGISTRATION SERVICE
1011 AMALU DRIVE
TALLAHASSEE, FL 32310

FILED

2023 DEC 19 AM 11:46

REGISTRATION SERVICE
1011 AMALU DRIVE
TALLAHASSEE, FL 32310

A. P. [unclear]
DEC 20 2023

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312
(850) 656-4724

DATE 12/19/2023

****WALK IN****

ENTITY NAME Ruth's Hospitality Group Employee Relief Fund, Inc.

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXXXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE' / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$70

ACCOUNT #: I20160000072



Please call Tina at the above number for any issues or concerns. Thank you so much!

FILED

ARTICLES OF MERGER

2023 DEC 19 AM 11:46

of

RUTH'S HOSPITALITY GROUP EMPLOYEE RELIEF FUND, INC.,
a Florida not-for-profit corporation

with and into

DARDEN DIMES, INC.,
a Florida not-for-profit corporation

December 31, 2023

The following Articles of Merger (these "Articles of Merger") are submitted to merge Darden Dimes, Inc., a Florida not-for-profit corporation and Ruth's Hospitality Group Employee Relief Fund, Inc., a Florida not-for-profit corporation in accordance with Chapter 617 of the Florida Not For Profit Corporation Act.

FIRST: The exact name, form/entity type and jurisdiction for the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Ruth's Hospitality Group Employee Relief Fund, Inc.	Florida	Florida Not-For-Profit Corporation

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Darden Dimes, Inc.	Florida	Florida Not-For-Profit Corporation

THIRD: The Plan of Merger is attached hereto as Exhibit A (the "Plan of Merger"). The Plan of Merger was approved by each corporation that is a party to the merger in accordance with the applicable provisions of the Florida Not For Profit Corporation Act.

FOURTH: The effective date and time of the merger shall be December 31, 2023 at 11:59 p.m. Eastern Standard Time.

FIFTH: Adoption of Merger by Merging Party. There are no members of the merging not-for-profit corporation entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the board of directors of the merging party on December 15, 2023. The board of directors of the merging party is composed of the following members: [REDACTED]

AGAINST. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: four (4) FOR, and zero (0) AGAINST.

SIXTH: Adoption of Merger by Surviving Party. There are no members of the surviving not-for-profit corporation entitled to vote on the Plan of Merger. The Plan of Merger was adopted by the board of directors of the surviving corporation on December 15, 2023. The number of directors in office was five (5). The vote for the Plan of Merger was as follows: five (5) FOR, and zero (0) AGAINST. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: five (5) FOR, and zero (0) AGAINST.

[Remainder of page intentionally left blank; Signatures on following page]

IN WITNESS WHEREOF, these Articles of Merger are hereby executed on behalf of each of the parties by their respective authorized officers, as of the date first set forth above.

SURVIVING CORPORATION:

DARDEN DIMES, INC.

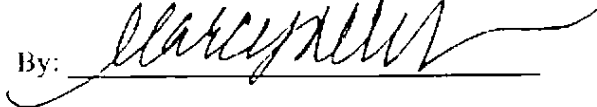
By: 

Name: Mone Isaia

Title: Secretary

MERGING CORPORATION:

**RUTH'S HOSPITALITY GROUP
EMPLOYEE RELIEF FUND, INC.**

By: 

Name: Marcy Norwood Lynch

Title: Secretary

EXHIBIT A

Plan of Merger

(see attached)

PLAN OF MERGER
OF
RUTH'S HOSPITALITY GROUP EMPLOYEE RELIEF FUND, INC.
WITH AND INTO
DARDEN DIMES, INC.

This **PLAN OF MERGER** (the "Plan of Merger") is agreed to and adopted by and between Darden Dimes, Inc., a Florida not for profit corporation ("Darden Dimes"), and Ruth's Hospitality Group Employee Relief Fund, Inc., a Florida not for profit corporation ("Ruth's Fund"), as of this 15th day of December, 2023, pursuant to the applicable provisions of the Florida Not For Profit Corporation Act, as amended (the "Act"). Darden Dimes and Ruth's Fund may be referred to herein individually as a "Party" and collectively as the "Parties."

WHEREAS, Darden Restaurants, Inc. ("DRI") entered into a certain definitive agreement to acquire Ruth's Hospitality Group, Inc. ("RHGI") through a merger transaction (the "Transaction"), and as a result of the Transaction, RHGI became an indirect, wholly-owned subsidiary of DRI;

WHEREAS, Darden Dimes is formed and operated for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code") to the benefit of employees of Darden Restaurants, Inc. (or any affiliate thereof);

WHEREAS, Ruth's Fund is formed and operated for charitable purposes within the meaning of Section 501(c)(3) of the Code to the benefit of employees of RHGI (or any affiliate thereof);

WHEREAS, in connection with the Transaction, management of Darden Dimes and Ruth's Fund reviewed the governance structure of the Parties and developed proposals to support more efficient, agile, and centralized decision making across the system after the Transaction; and

WHEREAS, management of Darden Dimes and Ruth's Fund approved actions to help achieve this goal, including the merger of Ruth's Fund with and into Darden Dimes; and

WHEREAS, the Boards of Directors of Darden Dimes and Ruth's Fund desire to effect the merger of Ruth's Fund with and into Darden Dimes in accordance with the terms and conditions of this Plan of Merger.

NOW THEREFORE, in consideration of the mutual agreements, covenants, terms, and conditions contained herein, the Parties agree as follows:

1. **Merger**. Ruth's Fund and Darden Dimes shall be merged into a single corporation in accordance with the applicable provisions of the Act, by Ruth's Fund merging with and into Darden Dimes, which latter corporation shall be the surviving corporation (the "Merger").

2. **Merger Effective Date.** The Merger shall be effective December 31, 2023 at 11:59 p.m. Eastern Standard Time following the filing of Articles of Merger as provided by the Act (the "Merger Effective Date").

3. **Terms and Conditions of Merger.** As of the Merger Effective Date:

a. The separate existence of Ruth's Fund shall cease, except to the extent provided by the Act, and Darden Dimes shall continue to exist under and be governed by the Act.

b. Darden Dimes shall, without further transfer, succeed and hereafter possess and enjoy all of the rights, privileges, immunities, powers and franchises of a public as well as of a private nature, of the Parties; and all property, real, personal and mixed, of and all debts due to the Parties on whatever account, all things in action, and all and every other interest of, or belonging or due to, each of the Parties shall be taken and deemed to be transferred to and vested in Darden Dimes without further act or deed; and the title to any real estate, or any interest therein, vested by deed or otherwise in either of the Parties shall not revert or be in any way impaired by reason of the Merger.

c. All rights of creditors and all liens, if any, upon the property of the Parties shall be preserved unimpaired by the Merger, and all debts, liabilities, obligations and duties of the Parties shall become the responsibility and liability of Darden Dimes, and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

4. **Articles of Incorporation and Bylaws.** The Articles of Incorporation and Bylaws of Darden Dimes as the surviving corporation shall survive and shall remain in effect following consummation of the Merger, until further amended as permitted by law and by Darden Dimes' governing documents.

5. **Further Assurances.** If at any time Darden Dimes shall consider that any further assignment or assurance in law is necessary or desirable to vest in Darden Dimes the title to any property or rights of Ruth's Fund, the proper officers or directors of Darden Dimes are fully authorized in the name of Ruth's Fund to execute and make all such proper assignments and assurances in law and do all things necessary or proper to vest such property or rights in Darden Dimes, and otherwise to carry out the purposes of this Plan of Merger.

6. **Approval.** This Plan of Merger shall be submitted to the Board of Directors of Darden Dimes (the "Darden Board") and the Board of Directors of Ruth's Fund (the "Ruth's Board"), and it shall be deemed and be taken to be the Plan of Merger of the Parties upon the adoption thereof by the Darden Board and the Ruth's Board, in accordance with the requirements of the Act, and upon the execution, filing, and recording of such documents and the doing of such other acts as shall be required for accomplishing the Merger under the provisions of the Act.

7. **Termination/Abandonment.**

a. At any time prior to the filing of the Articles of Merger, this Plan of Merger may be terminated and abandoned for any reason by action duly authorized by either Party, notwithstanding any approvals of this Plan of Merger by the Boards of Directors of the Parties.

b. In the event of the termination and abandonment of this Plan of Merger pursuant to the provisions of Section 7(a), this Plan of Merger shall be void and have no effect, without any liability on the part of either Party, or the Parties' members, directors, or officers.

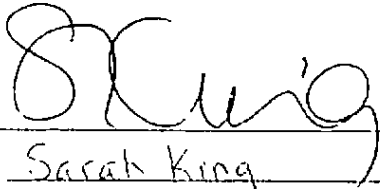
8. **Counterparts.** This Plan of Merger may be executed in counterparts and each counterpart, when so executed and delivered, shall constitute an original instrument, and it shall not be necessary when making proof of this Plan of Merger or any counterpart hereto to produce or account for any other counterparts.

[Remainder of page intentionally left blank; Signatures on following page]

IN WITNESS WHEREOF, this Plan of Merger is hereby executed on behalf of each of the Parties by their respective authorized officers, as of the date first set forth above.

DARDEN DIMES, INC.

**RUTH'S HOSPITALITY GROUP
EMPLOYEE RELIEF FUND, INC.**



Name: Sarah King

Name: _____

Title: President

Title: _____

IN WITNESS WHEREOF, this Plan of Merger is hereby executed on behalf of each of the Parties by their respective authorized officers, as of the date first set forth above.

DARDEN DIMES, INC.

**RUTH'S HOSPITALITY GROUP
EMPLOYEE RELIEF FUND, INC.**

Name: _____

Title: _____

Krista Kierman

Name: *Krista Kierman*
Title: *President*