


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

ACCOUNT NO. : I20000000195
REFERENCE : 826592 7859950
AUTHORIZATION : 
COST LIMIT : \$70.00

ORDER DATE : October 9, 2015
ORDER TIME : 12:17 PM
ORDER NO. : 826592-005
CUSTOMER NO: 7859950

ARTICLES OF MERGER

EQUITY ASSET INVESTOR
(DANBURY/SOUTHBURY) INC.

INTO

SOUTHBURY SPIRITS MEMBER, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
OF
EQUITY ASSET MANAGER (DANBURY/SOUTHBURY) INC.
WITH AND INTO
SOUTHBURY SPIRITS MEMBER, INC.

FILED

15 OCT -9 AM 9:46

TALLAHASSEE, FLORIDA


Pursuant to the provisions of the Florida Business Corporation Act, Equity Asset Investor (Danbury/Southbury) Inc., a Florida corporation (Document Number P11000054483) (the "Constituent Corporation") and Southbury Spirits Member, Inc., a Connecticut corporation, (the "Survivor"), adopt the following Articles of Merger for the purpose of merging the Constituent Company with and into the Survivor.

FIRST: The Plan of Merger is attached hereto as Exhibit A.

SECOND: The Plan of Merger was adopted by the Board of Directors, the shareholders, the managers and the members of each the Constituent Company and the Survivor by unanimous written consent each dated as of October 7, 2015.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 7th day of October, 2015.

**EQUITY ASSET INVESTOR
(DANBURY/SOUTHBURY) INC.**

By: 
Aaron Kitlowski
Vice President and Secretary

SOUTHBURY SPIRITS MEMBER, INC.

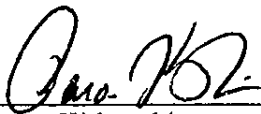
By: 
Aaron Kitlowski
Vice President and Secretary

Exhibit A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of October 7, 2015, between Equity Asset Investor (Danbury/Southbury) Inc., a Florida corporation (the "Constituent Company") and Southbury Spirits Member, Inc., a Connecticut corporation ("Southbury" or the "Surviving Corporation").

The Constituent Company and Southbury desire to effect the statutory merger of the Constituent Company with and into Southbury, with Southbury to survive such merger.

1. **Constituent Company.** The Constituent Company and Southbury shall be parties to the merger (the "Merger") of the Constituent Company with and into Southbury.

2. **Terms and Conditions of Merger.** The Constituent Company shall, pursuant to the provisions of the laws of the State of Florida, be merged with and into Southbury, which shall continue to exist pursuant to the laws of the State of Connecticut. Upon the effective date of the merger, as set forth in paragraph 7 (the "Effective Date"), the existence of the Constituent Company shall cease. On the Effective Date, Southbury shall assume the obligations of the Constituent Company.

3. **Conversion of Shares.** Upon the Effective Date, the capital stock of the Constituent Company presently issued and outstanding shall be retired. Upon the Effective Date, each share of capital stock of Southbury that is issued and outstanding immediately prior to the Effective Date shall continue to be outstanding at and after the Effective Date as shares of the Surviving Corporation and such shares of capital stock shall be owned on the Effective Date by Equity One, Inc.

4. **Articles of Incorporation.** The Articles of Incorporation of Southbury as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect, until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Connecticut.

5. **Bylaws.** The Bylaws of Southbury as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect, until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Connecticut.


6. **Directors and Officers.** The directors and officers of the Southbury in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of who shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. **Effective Date.** The Merger shall become effective on the date on which the Articles of Merger have been filed with the Secretary of State of the State of Florida.


8. **Amendment and Plan of Merger.** The Board of Directors and the Shareholders of each of the Constituent Company and Southbury, as applicable, are authorized to amend this Plan of Merger at any time prior to the Effective Date.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed on behalf of the parties hereto as of the 7th day of October, 2015.

**EQUITY ASSET INVESTOR
(DANBURY/SOUTHBURY) INC.**

By: 
Aaron Kitlowski
Vice President and Secretary

SOUTHBURY SPIRITS MEMBER, INC.

By: 
Aaron Kitlowski
Vice President and Secretary