

336578

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Articles of Merger Filed 12-7-83

(Sent to image. Merger Sheet had wrong  
document number on it. Corrected 3/10/98.)

12 pgs.

Angel Ganger

**ARTICLES OF MERGER  
TWO FLORIDA CORPORATIONS INTO A FLORIDA CORPORATION**

**NOTE**

Merging: LUPTON'S FAT MAN'S B.B.Q., INC. (Charter #669137) and LUPTON'S  
FAT MAN'S BAR-B-QUE OF BRANDON, INC. (Charter #F76843)

Into: FAT MAN'S OF TAMPA BAY, INC.

Surviving Charter Number: **336578**

Filing Date: December 7, 1983

**336578**

# FOWLER, WHITE, GILLEN, BOGGS, VILLAREAL AND BANKER, P. A.

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PLEASE REPLY TO  
P.O. BOX 1438  
TAMPA, FLORIDA 33601

COVER

December 6, 1983

Secretary of State  
Department of State  
State of Florida  
Tallahassee, Florida 32302

Re: Merger of LUPTON'S FAT MAN'S B.P.Q., INC. and  
LUPTON'S FAT MAN'S BAR-B-QUE OF BRANDON, INC. into  
FAT MAN'S OF TAMPA BAY, INC.

Dear Sir:

Enclosed please find an original Plan and Articles of Merger between  
the above-named corporations, together with our check in the amount of  
\$30.00 to cover the cost of the following:

Filing Fee \$ 15.00  
Certified Copy Fee \$ 15.00

Please file the Plan and Articles of Merger and return a certified copy  
to this office.

Name	12-7-83
Availability	
Document Examiner	
Updater	
Updater Verifier	

Sincerely yours,

FOWLER, WHITE, GILLEN, BOGGS,  
VILLAREAL AND BANKER, P.A.

Brian C. Ellis

Brian C. Ellis  
CHARTER TAX STAMP

ECE/bat knowledge

Enclosure

cc w/enclosures Mr.

C. TAX

FILING

Mrs. Ralph Lupton, Jr.

R. AGENT FOR

C. COPY

TOTAL

N. BANK

BALANCE DUE

REFUND

Dictated by P  
and signed in his absence  
to avoid a delay in mailing

FILED  
1983 DEC -7 PM 12:24  
TALLAHASSEE, FLORIDA

PLAN AND ARTICLES OF MERGER

THIS PLAN AND ARTICLES OF MERGER, entered into this 2nd day of December, 1983, by and between FAT MAN'S OF TAMPA BAY, INC., a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as "Surviving Corporation"), and LUPTON'S FAT MAN'S B.B.Q., INC. and LUPTON'S FAT MAN'S BAR-B-QUE OF BRANDON, INC., corporations organized and existing under the laws of the State of Florida (sometimes hereinafter referred to collectively as "Merged Corporations").

W I T N E S S E T H:

WHEREAS, the Board of Directors of the parties hereto deem it advisable and in the best interest of the parties hereto and their respective stockholders that Merged Corporations should be merged into Surviving Corporation, and that Surviving Corporation merge Merged Corporations into itself, pursuant to the terms and conditions hereinafter set forth and in the manner prescribed by the laws of the State of Florida;

WHEREAS, Surviving Corporation, by its Certificate of Incorporation, which was filed in the office of the Secretary of State of Florida on October 18, 1968, has an authorized capital stock of one hundred (100) shares of \$100. par value common capital stock, of which fifty (50) shares are issued and outstanding on the date of the execution hereof; and

WHEREAS, LUPTON'S FAT MAN'S BAR-B-QUE OF BRANDON, INC., by its Certificate of Incorporation, which was filed in the office of the Secretary of State of Florida on April 19, 1982, has an authorized capital stock of seven thousand (7,000) shares of \$1.00 par value common capital stock, of which five hundred (500) shares are issued and outstanding on the date of the execution hereof; and

WHEREAS, LUPTON'S FAT MAN'S B.B.Q., INC., by its Certificate of Incorporation, which was filed in the office of the Secretary of State of Florida on May 6, 1980, has an authorized capital stock of seven thousand (7,000) shares of \$1.00 par value common capital stock, of which five hundred (500) shares are issued and outstanding on the date of the execution hereof; and

NOW, THEREFORE, the parties hereto hereby agree to this Plan and Articles of Merger, whereby Merged Corporations are merged into Surviving Corporation, and Surviving Corporation merges Merged Corporations into itself in the manner prescribed by the laws of the State of Florida, and the terms and conditions of the aforesaid merger and the mode of carrying the same into effect are as follows:

#### ARTICLE I

Merged Corporations shall be and are hereby merged into Surviving Corporation, and Surviving Corporation shall and does hereby merge Merged Corporations into itself. Surviving Corporation shall continue to be governed by the laws of the State of Florida.

#### ARTICLE II

The manner of converting the outstanding shares of capital stock of Merged Corporations into the shares of Surviving Corporation, shall be as follows:

Upon the effective date of this merger, the outstanding shares of the capital stock of Surviving Corporation, namely fifty (50) shares, and the outstanding shares of the capital stock of LUPTON'S FAT MAN'S B.B.Q., INC., namely five hundred (500) shares, and the outstanding shares of the capital stock of LUPTON'S FAT MAN'S BAR-B-QUE OF BRANDON, INC., namely five

hundred (500) shares, shall be surrendered for cancellation, and the holders thereof shall receive stock in Surviving Corporation as follows:

<u>Stockholder</u>	<u>Shares</u>
Lupton's Inc.	100

#### ARTICLE IV

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) Until altered, amended or repealed as therein provided, the bylaws of Surviving Corporation as they shall exist on the effective date of this Plan and Articles of Merger shall be the bylaws of Surviving Corporation.

(b) The first annual meeting of the stockholders of Surviving Corporation to be held after the date when this merger becomes effective shall be the annual meeting provided or to be provided by the bylaws thereof.

(c) The first regular meeting of the Board of Directors of Surviving Corporation to be held after the date when this merger becomes effective may be called or may convene in the manner provided in the bylaws of Surviving Corporation and may be held at the time and place specified in the notice of meeting.

(d) Surviving Corporation shall pay all expenses of carrying this Plan and Articles of Merger into effect and of accomplishing the merger.

(e) Surviving Corporation and Merged Corporations shall not issue or sell, or issue rights to subscribe to, any shares of their capital stock and shall not declare any dividends on their capital stock prior to the effective date of the merger.

(f) Surviving Corporation and Merged Corporations shall not incur, prior to the effective date of the merger, any obligations not within the express contemplation of this Plan and Articles of Merger, whether by contract or otherwise, except pursuant to existing agreements and arrangements and except in the ordinary course of business, nor dispose of any material portion of their business or property.

(g) Upon the effective date of this merger, the separate existence of Merged Corporations shall cease, and Merged Corporations shall be merged into Surviving Corporation, in accordance with the provisions of this Plan and Articles of Merger, and Surviving Corporation shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of Merged Corporations and Surviving Corporation, and shall have all of the rights, privileges, powers and franchises of Surviving Corporation and Merged Corporations, and all property, real, personal and mixed, and all debts due to Surviving Corporation and Merged Corporations shall be vested in Surviving Corporation; and all property, rights and privileges, powers and franchises of the merging corporations, and all and every other interest of them, shall be thereafter as effectually the property of Surviving Corporation as they were of the respective merging corporations, and the title to any real estate, whether by deed or otherwise, vested in any of the merging corporations shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of the merging corporations, shall be preserved unimpaired, and all debts, liabilities and duties of Merged Corporations shall thenceforth attach to Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Surviving Corporation shall cause a copy of this Plan and Articles of Merger to be filed in the office

of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged Corporations is situated.

(h) If at any time Surviving Corporation shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Corporation, according to the terms hereof, the title to any property or rights of Merged Corporations the proper officers and directors of Merged Corporations shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Corporation, and otherwise to carry out the purposes of this Plan and Articles of Merger.

#### ARTICLE V

Surviving Corporation shall have the right to amend, alter, change or repeal any provisions contained in this Plan and Articles of Merger which may be contained in the Articles of Incorporation of a corporation organized under the laws of the State of Florida in the manner now and hereafter prescribed by said laws, and all rights conferred upon stockholders herein are granted subject to this reservation.

#### ARTICLE VI

(a) Upon the approval of this Plan and Articles of Merger by the stockholder of the merging corporations in accordance with the laws of the State of Florida, this Plan and Articles of Merger shall be filed with the Secretary of State of the State of Florida.

(b) This merger shall be effective as of the date of the filing of this Plan and Articles of Merger by the Secretary of State of the State of Florida.

ARTICLE VII

In order to facilitate the filing and recording of this Plan and Articles of Merger, the same may be simultaneously executed in several counterparts, each of which shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Plan and Articles of Merger to be executed by the President and Secretary of each of them pursuant to authority given by their respective Boards of Directors and stockholders as follows:

FAT MAN'S OF TAMPA BAY, INC.

Approved by the Board of  
Directors and Stockholder  
at meetings duly held on  
December 2, 1983

FAT MAN'S OF TAMPA BAY, INC.

By: [Signature]  
President

Attest:

[Signature]  
Secretary

LUPTON'S FAT MAN'S B.B.Q., INC.

Approved by the Board of  
Directors and Stockholder  
at meetings duly held on  
December 2, 1983

LUPTON'S FAT MAN'S B.B.Q., INC.

By: [Signature]  
President

Attest:

[Signature]  
Secretary

LUPTON'S FAT MAN'S BAR-B-QUE  
OF BRANDON, INC.

Approved by the Board of  
Directors and Stockholder  
meetings duly held on  
December 2, 1983

LUPTON'S FAT MAN'S BAR-B-QUE  
OF BRANDON, INC.

By: [Signature]

Attest:

[Signature]  
Secretary

COUNTY OF HILLSBOROUGH

On this Said day of December, 1983, before me, the undersigned, a Notary Public in and for the State of Florida, personally appeared RALPH -J- LUPTON, JR. and NANCY ANN LUPTON, known to me to be the President and Secretary, respectively, of FAT MAN'S OF TAMPA BAY, INC., a corporation organized and existing under the laws of the State of Florida, and acknowledged to me that the foregoing constitutes the Plan and Articles of Merger of FAT MAN'S OF TAMPA BAY, INC., LUPTON'S FAT MAN'S B.B.Q., INC. and LUPTON'S FAT MAN'S BAR-B-QUE OF BRANDON, INC. and that they have executed the foregoing instrument in their capacity as officers of said corporation as the free act, deed and agreement of said corporation.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.

Dana Enquist  
Notary Public

My Commission Expires:  
NOTARY PUBLIC, State of Florida  
My Commission Expires Oct. 28, 1985

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

On this 2nd day of December, 1983, before me, the undersigned, a Notary Public in and for the State of Florida, personally appeared RALPH J. LUPTON, JR. and NANCY ANN LUPTON, known to me to be the President and Secretary, respectively, of LUPTON'S FAT MAN'S B.B.Q., INC., a corporation organized and existing under the laws of the State of Florida, and acknowledged to me that the foregoing constitutes the Plan and Articles of Merger of FAT MAN'S OF TAMPA BAY, INC., LUPTON'S FAT MAN'S B.B.Q., INC. and LUPTON'S FAT MAN'S BAR-B-QUE OF BRANDON, INC. and that they have executed the foregoing instrument in their capacity as officers of said corporation as the free act, deed and agreement of said corporation.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.

*David Enriquez*  
Notary Public

My Commission Expires:  
NOTARY PUBLIC, State of Florida  
My Commission Expires Oct. 20, 1986

COUNTY OF HILLSBOROUGH

On this 2nd day of December, 1983, before me, the undersigned, a Notary Public in and for the State of Florida, personally appeared RALPH J. LUPTON, JR. and NANCY ANN LUPTON, known to me to be the President and Secretary, respectively, of LUPTON'S FAT MAN'S BAR-B-QUE OF BRANDON, INC., a corporation organized and existing under the laws of the State of Florida, and acknowledged to me that the foregoing constitutes the Plan and Articles of Merger of FAT MAN'S OF TAMPA BAY, INC., LUPTON'S FAT MAN'S B.B.Q., INC. and LUPTON'S FAT MAN'S BAR-B-QUE OF BRANDON, INC. and that they have executed the foregoing instrument in their capacity as officers of said corporation as the free act, deed and agreement of said corporation.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.

Walter Enriquez  
Notary Public

My Commission Expires:  
NOTARY PUBLIC, State of Florida  
My Commission Expires Oct. 20, 1986