

A11000000182

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

17 OCT 13 AM 9:56

FILED

Merger  
OCT 16 2017  
R. L. WHITE

**LAW OFFICE OF DOUGLAS D. STRATTON, P.A.**

DOUGLAS D. STRATTON, ESQ.

407 Lincoln Road, Suite 2A  
Miami Beach, FL 33139  
Telephone (305) 672-7772  
Facsimile (305) 672-1038  
email: [douglas@srlawfirm.com](mailto:douglas@srlawfirm.com)

September 28, 2017

Via Federal Express  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: ARTICLES OF MERGER  
FILE NO. 17-143

Dear Sirs:

Enclosed please find the following:

1. Articles of Merger;
2. Plan of Merger;
3. Filing fee of \$70.00

Sincerely,

A handwritten signature in black ink, appearing to be 'D. Stratton', with a stylized flourish extending to the right.

DOUGLAS D. STRATTON, ESQUIRE

DDS:bjp  
Enclousre

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** ALMA-THE SOUL OF ITALIAN WINE LLP  
\_\_\_\_\_  
Name of Surviving Party

The enclosed Certificate of Merger and fees are submitted for filing.

Please return all correspondence concerning this matter to:

STEVE POLISAR, ESQ.

\_\_\_\_\_  
Contact Person

\_\_\_\_\_  
Firm/Company

407 LINCOLN ROAD SUITE 2A

\_\_\_\_\_  
Address

MIAMI BEACH FL 33139

\_\_\_\_\_  
City, State and Zip Code

stevepolisar@gmail.com

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

For further information concerning this matter, please call:

Steve Polisar \_\_\_\_\_ at (\_\_\_\_\_) \_\_\_\_\_  
Name of Contact Person Area Code Daytime Telephone Number

☐ Certified copy (optional) \$30.00

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2601 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 2, 2017

STEVE POLISAR ESQ  
407 LINCOLN RD STE 2A  
MIAMI BEACH, FL 33139

SUBJECT: ALMA-THE SOUL OF ITALIAN WINE LLLP  
Ref. Number: A11000000182

We have received your document for ALMA-THE SOUL OF ITALIAN WINE LLLP and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

the fee to file articles of merger is \$25.00 per LLC and \$52.50 per limited partnership. Therefore, an additional \$17.50 is due for this filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White  
Regulatory Specialist II

Letter Number: 217A00019870

RECEIVED

17 OCT 11 AM 1:58

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Articles of Merger  
For  
Florida Limited Liability Company

FILED

17 OCT 13 AM 9:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 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>
BE SAFE WINE IMPORTS LLC	FLORIDA	LLC
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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>
ALMA-THE SOUL OF ITALIAN WINE LI	FLORIDA	LLLP
_____	_____	_____

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

**FOURTH:** Please check one of the boxes that apply to surviving entity (if applicable)

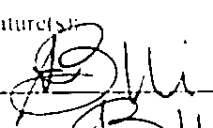
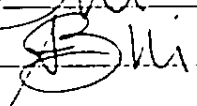
- ☐ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss 605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed 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

**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.

**SEVENTH:** Signatures for Each Party

Name of Entity Organization	Signature(s)	Typed or Printed Name of Individual
ALMA-THE SOUL OF ITALIAN WINE LLP		Alessandro Berselli, Manager
RE SAFE WINE IMPORTS LLC		Alessandro Berselli, Manager

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 an authorized person

<b>Fees:</b>	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	<b>Certified Copy (optional)</b>	\$30.00

## PLAN OF MERGER

This Plan of Merger made and entered into this 5 day of June, 2017, by and between the following entities (hereafter referred to as "Constituent Entities");

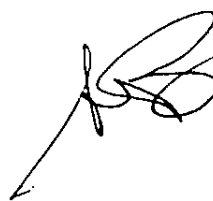
BE SAFE WINE IMPORTS LLC, a Florida limited liability company, whose address is 201 Alhambra Circle, No. 701, Coral Gables, FL 33134, (hereafter sometimes referred to as the "Merged Entity"); and

ALMA-THE SOUL OF ITALIAN WINE LLLP, a Florida limited liability partnership (hereafter sometimes referred to as the "Surviving Company");

### BACKGROUND

- A. The surviving company is a Florida limited liability partnership organized and existing under the laws of the State of Florida having its Certificate of Limited Liability Partnership filed with the Secretary of State of the State of Florida and being effective on the 7<sup>th</sup> day of March, 2011 having the following members at the present time:

MEMBERS	MEMBERSHIP INTEREST
Be Safe Italian Wine Consultants LLC	99%
Alessandro Berselli	1%



- B. The merged entity is BE SAFE WINE IMPORTS LLC, a Florida Limited Liability company, organized and existing under the laws of the State of Florida having its Articles of Incorporation filed and effective on the 17<sup>th</sup> day of November, 2015, and its Shareholders are as follows:

Member	Membership Percentage
Silvia Sgargi	50%
Alessandro Berselli	50%

- C. The members of the surviving company and the members of the merged entities have by resolution established that it is advisable for the general welfare and advantage of the constituent entities that they merge into a single company which shall not be a new company, but shall be the surviving company, whose corporate existence as a company under the laws of the State of Florida shall not be affected in any manner by reason of the merger. The members of the surviving company and the members of the merged entities have unanimously approved the merger.

Now, therefore, in consideration of the premises and mutual covenants, agreements, provisions, promises and grants hereby contained, the members of the surviving entity in accordance with the provisions of Florida limited liability company act and the members of the merged entities in accordance with the provisions of the Florida limited liability company act, hereby execute this plan of merger for the purpose of complying with said act.

1. This merger shall become effective upon the filing of this plan of merger with the secretary of the State of Florida.
2. The names of the entities that are parties to the merger are as follows:
  - (A) ALMA-THE SOUL OF ITALIAN WINE LLLP;
  - (B) BE SAFE WINE IMPORTS LLC
3. The surviving entity shall be: ALMA-THE SOUL OF ITALIAN WINE LLLP



4. The undersigned hereby certifies that this plan of merger was unanimously adopted by all of the members of the merged entity in accordance with the provision of Florida Statute § 605.021 to F.S. § 605.1026 on the 5 day of June, 2017, and was unanimously approved by all of the members of the surviving company and all of the members of the merged entities on the same date. With respect to each of the constituent entities, only one voting group was entitled to vote for each merged entity and the number of votes cast in favor of this plan was sufficient for approval by each voting group.

5. The manner of converting or otherwise dealing with the equity interests of the constituent entities upon the merger becoming effective shall be that all of the interest of the merged entities shall be deemed cancelled and the following membership interest of the surviving entity shall be issued to members of the merged entities:

Members	Membership Percentage
Be Safe Italian Wine Consultants LLC	99%
Alessandro Berselli	1%

The balance of the membership interest shall be held in the company's treasury.

6. The Partnership Agreement of the surviving company in effect at the time the merger becomes effective shall be and remain the operating agreement of the surviving company until the same is altered, amended, or repelled.

7. The merger will not affect any change in the Certificate of Limited Liability Partnership of organization of the surviving company.

A handwritten signature in black ink, appearing to be a stylized 'B' or similar character, located to the right of the table.

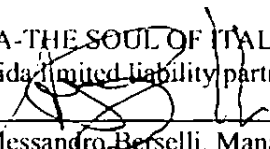
8. The General Partner the surviving company shall be as follows:

Name	Address
Be Safe Italian Wine Consultants LLC	201 Alhambra Circle, Suite 701 Coral Gables, FL 33134

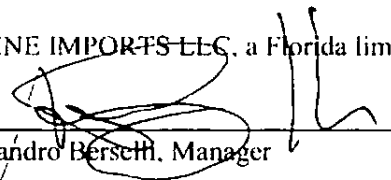
9. The members, as the case may be of the constituent entities dissenting from the merger, if any, are entitled if they qualify and otherwise comply with the provisions of Florida Statute Chapter 605, as applicable, to be paid the fair value of their membership interest.
10. On the effective date as provided by the laws of the State of Florida, separate existence of the merged entities shall cease and the surviving company shall possess all the rights, privileges, immunities, powers and franchises of a public as well as a private nature of the merged entities; and all property, real, personal, and mixed, and all debts due on whatever account, including subscriptions to shares, and all other causes in action, and all and every other interest of or belonging to, or due to each of the constituent entities shall be taken and deemed to be transferred to and vested in the surviving company without further act or deed accept as to real property.
11. The surviving company shall, after the effective date of the merger, hence forth be responsible and liable for all the liabilities and obligations of the merged entities; and any claim existing or action or proceeding pending by or against the merged entities may be prosecuted as if this merger had not taken place or the surviving company may be substituted in the place of the merged entities. Neither the rights of creditors nor any liens upon the property of any of the constituent entities shall be impaired by this merger.
- IN WITNESS WHEREOF this Plan of Merger has been executed and acknowledged by

the members of the surviving company and by the members of the merged entities.

ALMA-THE SOUL OF ITALIAN WINE LLLP,  
a Florida limited liability partnership

By:   
Alessandro Berselli, Manager

BE SAFE WINE IMPORTS LLC, a Florida limited liability  
company

By:   
Alessandro Berselli, Manager

THIS DOCUMENT WAS PREPARED BY:  
DOUGLAS D. STRATTON, ESQ.  
407 LINCOLN ROAD, SUITE 2A  
MIAMI BEACH, FLORIDA 33139  
(305) 672-7772 PHONE  
(305) 672-1038 FAX