

A15000000135

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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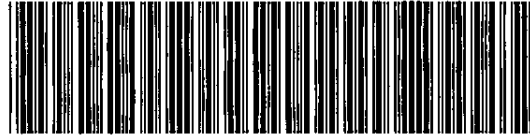
(Business Entity Name)

(Document Number)

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15 APR 21 PM 3:57

EFFECTIVE DATE  
5-1-2015

C.L.  
4-27-15

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Chocolate Chip Investments, LLLP

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Donald R. Tescher, Esq.

Contact Person

Tescher & Associates, P.A.

Firm/Company

925 S. Federal Highway, Suite 500

Address

Boca Raton, Florida 33432

City, State and Zip Code

dtescher@tescherlaw.com

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

For further information concerning this matter, please call:

Donald R. Tescher

(Name of Contact Person)

at ( 561 ) 997-7008

(Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$52.50

**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

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**Certificate of Merger  
For  
Florida Limited Partnership or Limited Liability Limited Partnership**

The following Certificate of Merger is submitted in accordance with s. 620.2108, 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>
Chocolate Chip Investments, LP	NV	Limited Partnership
Chocolate Chip Investments, LLLP	FL	Limited Liability Limited Partnership
_____	_____	_____
_____	_____	_____

**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>
A15000000135 Chocolate Chip Investments, LLLP	FL	Limited Liability Limited Partnership

**THIRD:** The date the merger is effective under the governing laws of the surviving party is: May 1, 2015.

**EFFECTIVE DATE**  
5-1-2015

**(NOTE:** If survivor is a Florida limited partnership or limited liability limited partnership, effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State. If survivor is not a Florida limited partnership or limited liability limited partnership, effective date shall be as provided in survivor's governing statute.)

**FOURTH:** The merger was approved by each party as required by its governing law.

**FIFTH:** If the surviving party is a foreign organization not qualified to transact business in this state, the street address and mailing address of an office which the Florida Department of State may use for the purposes of s. 620.2109(2), F.S., are as follows:

Street address:

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Mailing address:

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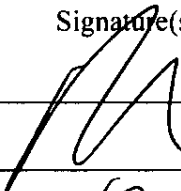

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**SIXTH:** Other provisions, if any, relating to the merger:

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**SEVENTH:** Signature(s) for Each Party:

(Merger must be signed by all general partners of Florida limited partnerships or limited liability limited partnerships and by the authorized representative of each other party.)

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Chocolate Chip Holdings, LLC (NV), General Partner of		Ruth Latterner, Manager
Chocolate Chip Investments, LP		
Chocolate Chip Holdings, LLC (FL), General Partner of		Ruth Latterner, Manager
Chocolate Chip Investments, LLLP		

**Fees:** Filing Fees: \$52.50 Per Party  
Certified Copy: \$52.50 (Optional)  
Certificate of Status: \$8.75 (Optional)

## EXHIBIT "A"

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### PLAN OF MERGER

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This Plan of Merger is made and entered by and between the following Partnerships (hereinafter collectively referred to as the "Constituent Partnerships"):

Chocolate Chip Investments, LLLP, a Florida limited liability limited partnership (the "Surviving Partnership"); and

Chocolate Chip Investments, LP, a Nevada limited partnership (the "Merged Partnership").

### BACKGROUND

The General Partners of the Constituent Partnerships have established that it is advisable for the general welfare and advantage of the Constituent Partnerships that they merge into a single partnership which shall not be a new partnership, but shall be the Surviving Partnership, whose existence as a partnership under the laws of the State of Florida shall not be affected in any manner by reason of the merger.

NOW, THEREFORE, the terms and conditions of said merger are as follows:

1. This Merger shall become effective on May 1, 2015, at 12:00 A.M. with the Secretary of the State of Nevada and the Division of Corporations of the Florida Department of State (the "Effective Date").

2. The names of the Partnerships that are parties to the Merger are as follows:

- (a) Chocolate Chip Investments, LLLP, a Florida limited liability limited partnership
- (b) Chocolate Chip Investments, LP, a Nevada limited partnership

3. The surviving partnership shall be Chocolate Chip Investments, LLLP, a Florida limited liability limited partnership.

4. To become effective, this Plan shall be approved by the General Partner of Chocolate Chip Investments, LLLP, and the General Partner of Chocolate Chip Investments, LP.

5. The Certificate of the Surviving Partnership in effect at the time the Merger becomes effective shall be and remain the Certificate of the Surviving Partnership until the same is altered, amended, or repealed.

6. The Merger will not effect any change in the Agreement of Partnership of the Surviving Partnership.

8. The General Partner of the Surviving Partnership on the Effective Date shall be and remain the General Partner of the Surviving Partnership.

10. Subject to the Articles of Merger and in accordance with Section 620.2108 of the Florida Statutes and Section 92A.190 of the NRS, the separate existence of the Merged Partnership on the Effective Date shall cease and the Surviving Partnership shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a partnership organized under the laws of the State of Florida.

11. Upon the Merger becoming effective, the Surviving Partnership shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Partnerships; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choices in actions, and all and every other interest of or belonging to, or due to each of the Constituent Partnerships, shall be taken and deemed to be transferred to and vested in the Surviving Partnership without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Partnerships shall not revert or be in any way impaired by reason of this Merger.

12. The Surviving Partnership shall, after the effective date of the Merger, henceforth be responsible and liable for all the liabilities and obligations of the Merged Partnership; and, any claim existing or action or proceeding pending by or against the Merged Partnership may be prosecuted as if this Merger had not taken place, or the Surviving Partnership may be substituted in the place of the Merged Partnership. Neither the rights of creditors nor any liens upon the property of any of the Constituent Partnerships shall be impaired by this Merger.

13. On the Effective Date, each limited partnership interest in Chocolate Chip Investments, LP shall by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive an equivalent limited partnership interest in Chocolate Chip Investments, LLLP.

**Chocolate Chip Investments, LP**

General Partner:

CHOCOLATE CHIP HOLDINGS, LLC,  
a Nevada limited liability company

By:   
RUTH LATTERNER, Manager

**Chocolate Chip Investments, LLLP**

General Partner:

CHOCOLATE CHIP HOLDINGS, LLC,  
a Florida limited liability company

By:   
RUTH LATTERNER, Manager

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