

F02000004823

2/8/2018

Division of Corporations

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Division of Corporations
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To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : GEOFFREY M. WAYNE, P.A.
Account Number : 076770003401
Phone : (305)381-8108
Fax Number : (305)381-8109

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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**MERGER OR SHARE EXCHANGE
SUN BELLE INC.**

Certificate of Status	0
Certified Copy	1
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SUN BELLE, INC.

Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Alexis Koratich

Contact Person

Geoffrey M. Wayne, P.A.

Firm/Company

135 San Lorenzo Ave., PH 840

Address

Coral Gables, FL 33146

City, State and Zip Code

gn@abogadomiami.com

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

For further information concerning this matter, please call:

Alexis Koratich

at (305) 381-8108

Name of Contact Person

Area Code Daytime Telephone Number

☒ **Certified copy (optional) \$30.00**

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

CR2E080 (2/14)

2018 FEB 14 PM 4:51

Articles of Merger
For
Florida Limited Liability Company

2018 FEB 14 PM 4:51

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>
HONEY HILL LLC	Florida	limited liability company
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
SUN BELLE, INC.	District of Columbia	corporation
_____	_____	_____

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)

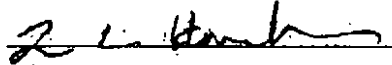
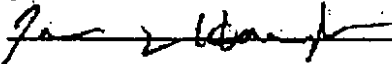
- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability 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: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
SUN BELLE, INC.		Janice Honigberg
HONEY HILL LLC		Janice Honigberg

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
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

Fees:	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	Certified Copy (optional):	\$30.00

AGREEMENT AND PLAN OF MERGER

Agreement and plan of merger, dated January 31, 2018, between SUN BELLE, INC., a District of Columbia corporation, (herein sometimes referred to as the "Corporation" or "Surviving Corporation") and HONEY HILL LLC, a Florida limited liability company (herein sometimes referred to as the "LLC").

WHEREAS, SUN BELLE, INC. is a corporation organized and existing under and by virtue of the laws of the District of Columbia;

WHEREAS, HONEY HILL LLC is a limited liability company organized and existing under and by virtue of the laws of the State of Florida;

WHEREAS, Janice Honigberg is the sole shareholder of the Corporation and the Corporation is the sole member of the LLC;

WHEREAS, the Corporation has determined that certain operational efficiencies and resulting cost savings may be obtained by combining the operations of the Corporation and the LLC into a single legal entity;

WHEREAS, such combination can be accomplished free of U.S. Income Tax as the merger of two entities, one of which is disregarded for state and federal income tax purposes;

WHEREAS, Code of the District of Columbia § 29-202.01 provides that one or more domestic entities may merge with one or more domestic or foreign entities becoming a domestic or foreign surviving entity by fulfilling the requirements of that section; and

WHEREAS, the Directors of the Corporation and the Board of Managers of the LLC, the parties hereto, deem it desirable and in their best interests that the LLC be merged into the Corporation;

NOW, THEREFORE, in consideration of the foregoing and the mutual promises and covenants, and subject to the conditions herein set forth, the Corporation and the LLC agree as follows:

1. The constituent entities are the Corporation and the LLC.
2. The surviving entity shall be the Corporation.
3. As the constituent entities, the designation and number of outstanding shares or membership interests of each class and series and the voting rights, are as follows:

SUN BELLE, INC.

Outstanding shares:

Designation	Number	Classes and series entitled to vote	Classes and series entitled to vote as a class
Common No Par		NA	NA

HONEY HILL LLC

Outstanding membership interests:

Designation	Number	Classes and series entitled to vote	Classes and series entitled to vote as a class
Membership Units	--100--	NA	NA

4. Upon the merger, the separate existence of the LLC shall cease and the Surviving Corporation shall become the owner, without other transfer, of all the rights and property of the LLC, and the Surviving Corporation shall remain or become subject to all the liabilities, obligations and penalties of the constituent entities. Notwithstanding the previous sentence, in the event that the transfer of any asset or the assumption of any liability of the LLC is made through a separate document, all such documents shall be executed and effective, and the transfer or assumption shall be completed during the taxable year of the merger.

5. The purposes, location of the principal office for the transaction of business and shareholders of the Surviving Corporation shall be as appear in the organizational documents of the Surviving Corporation.

6. The bylaws of the Corporation, as in effect on the effective date of the merger, shall be the bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

7. The name and address of the director of the Corporation, and who shall hold office until the first annual meeting of the directors of the Corporation is as follows:

Janice Honigberg

3810 Rose Street
Schiller Park, IL 60176

8. Neither the LLC nor the Surviving Corporation, shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

9. Each party to the merger shall bear its own costs and expenses attributable thereto.

10. Although the transaction described in this Agreement and Plan will take the form of a merger under the laws of the respective jurisdictions of incorporation, it will be treated for Federal income tax purposes as the merger of two entities, one of which is disregarded.

11. This Agreement and Plan shall be submitted to the shareholder of the Corporation and the member of the LLC for their approval in the manner provided by the applicable laws of the State of Florida and District of Columbia.

This Agreement and Plan of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed by their respective officers and have caused their respective company seals to be impressed hereon effective this 31st day of January, 2018.

SUN BELLE, INC., a District of
Columbia corporation

By: 
Janice Honigberg, its President

HONEY HILL LLC, a Florida
limited liability company

By: 
Janice Honigberg, its Manager