

H09941

Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
ANASTASIA CONFECTIONS, INC.**

Certificate of Status	0
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Page Count	02
Estimated Charge	\$60.00

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August 22, 2019

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ANASTASIA CONFECTIONS, INC.
1815 CYPRESS LAKE DRIVE
ORLANDO, FL 32837US

SUBJECT: ANASTASIA CONFECTIONS, INC.
REF: H09941

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

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

Claretha Golden
Regulatory Specialist II

FAX Aud. #: H19000238319
Letter Number: 019A00017347

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**Articles of Merger
For
Florida Limited Liability Company**

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>
DRUGA CHOCOLATES, 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>
ANASTASIA CONFECTIONS, INC.	FLORIDA	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 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:

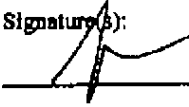
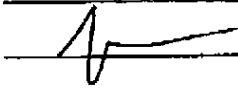
FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

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:

August 25, 2019

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:
DROGA CHOCOLATES, LLC		Jarett S. Levan, CEO of BBX Sweet Holdings, LLC, Mgr.
ANASTASIA CONFECTIONS, INC.		Jarett Levan, President

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	<u>Certified Copy (optional):</u>	\$30.00

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan of Merger"), dated August 2, 2019, is made by and between Droga Chocolates, LLC, a Florida limited liability company ("**Merging Entity**"), and Anastasia Confections, Inc. a Florida corporation ("**Surviving Entity**"), and is submitted in accordance with the Florida Business Corporation Act, pursuant to §605.1022-605.1026 and §607.1105, Florida Statutes.

FIRST:

The name and jurisdiction of the Surviving Entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Anastasia Confections, Inc.	Florida	H09941

SECOND:

The name and jurisdiction of each Merging Entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Droga Chocolates, LLC	Florida	L18000263916

THIRD:

In accordance with the provisions of this Plan of Merger and Florida Statutes on the Effective Date (as set forth in the Articles of Merger), Merging Entity shall simultaneously be merged with and into Surviving Entity (the "**Merger**"), the separate existence of Merging Entity shall cease, and Surviving Entity shall continue its existence under the laws of Florida under its present name. Merging Entity and Surviving Entity are collectively referred to herein as the "**Constituent Entities.**"

The Surviving Entity shall possess and retain every interest in all assets and property of every description, wherever located, of each of the Constituent Entities. The rights, privileges, immunities, powers, franchises, and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to or any interest in any real estate vested in any of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Date.

FOURTH: The manner and basis of converting the membership interest of the Merging Entity into shares, obligations, or other securities of the Surviving Entity or any other entity or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of Surviving Entity or any other entity into rights to acquire shares, obligations, or

other securities of the Surviving Entity or any other entity or, in whole or in part, into cash or other property are as follows:

Both the Surviving Entity and the Merging Entity are owned one hundred percent (100%) by the same parent entity ("*Parent Entity*"). On the Effective Date, one hundred percent (100%) of the membership interest of Merging Entity will be surrendered and cancelled without consideration. Since the Parent Entity is already the sole shareholder of the Surviving Entity, no new shares of stock in Surviving Entity will be issued to the Parent Entity in exchange for cancellation of the Merging Entity's membership interest, since it would be meaningless to do so.

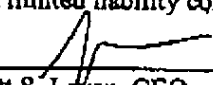
FIFTH:

There are no amendments to the Surviving Entity's Articles of Incorporation.

IN WITNESS WHEREOF, the parties have executed this Agreement on the day and year first set forth above.

DRAGO CHOCOLATES, LLC,
a Florida limited liability company

By: **BBX SWEET HOLDINGS, LLC,**
Manager of Droga Chocolates, LLC,
a Florida limited liability company

By: 
Jarrett S. Levan, CEO

ANASTASIA CONFECTIONS, INC.,
a Florida corporation

By: 
Jarrett S. Levan, President