

Terry@chni

**L07000000502**

ACCOUNT NUMBER: FCA000000005

REFERENCE: 2033083-2  
(Sub Account)

DATE: 3-7

REQUESTOR NAME: Lexis Document Services

ADDRESS:

TELEPHONE: ( ) ( ) ext ( )

CONTACT NAME:

CORPORATION NAME: Hotties Altamonte, Inc into  
Hotties Altamonte, LLC

DOCUMENT NUMBER:   
(if applicable)

AUTHORIZATION: C. Woodyard  
Cynthia J. Woodyard

*File Second Merger*

☐ CERTIFIED COPY (1-9)  
☒ CERTIFICATE OF STATUS (1-9)  
☒ PLAIN STAMPED COPY

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

HOTTIES ALTAMONTE, INC., A FLORIDA ENTITY, P01000117344

into

**HOTTIES ALTAMONTE, LLC**, a Florida entity L02000005502

File date: March 7, 2002

Corporate Specialist: Trevor Brumbley

Account number: FCA000000005

Amount charged: 60.00

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## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>HOTTIES ALTAMONTE, INC.</u> <u>400 State Road 436 West</u> <u>Altamonte Springs, FL 32714</u>	<u>Florida</u>	<u>Corporation</u>

Florida Document/Registration Number: P01000117344 FEI Number: 59-3760703

2. <u>HOTTIES ALTAMONTE, LLC</u> <u>400 State Road 436 West</u> <u>Altamonte Springs, FL 32714</u>	<u>Florida</u>	<u>Limited Liability</u> <u>Company</u>
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Florida Document/Registration Number: L02000005502 FEI Number: 01-0599124

3. _____	_____	_____
_____	_____	_____
_____	_____	_____

Florida Document/Registration Number: \_\_\_\_\_ FEI Number: \_\_\_\_\_

4. _____	_____	_____
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(Attach additional sheet(s) if necessary)

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
HOTTIES ALTAMONTE, LLC 400 State Road 436 West Altamonte Springs, FL 32714	Florida	Limited Liability Company

Florida Document/Registration Number: L07000005502 FEI Number: 01-0599124

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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The date the Articles of Merger are filed with Florida Department of State

**OR**

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

**(Note: Please see instructions for required signatures.)**

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
<u>HOTTIES ALTAMONTE, INC.</u>		<u>William M. Windsor - President</u> <i>William M. Windsor</i>
<u>HOTTIES ALTAMONTE, LLC</u>	<u>HOTTIES, LLC,</u> <u>a Delaware limited</u> <u>liability company</u> <u>Its: Sole Member</u> <u>By:</u> <u>Its: Authorized Representative</u>	<u>William M. Windsor - Authorized</u> <u>Representative</u> <i>William M. Windsor</i>

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*(Attach additional sheet(s) if necessary)*

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**AGREEMENT AND PLAN OF MERGER**

March 6 **AGREEMENT AND PLAN OF MERGER** (the "Agreement") dated as of March 6, 2002, by and between **HOTTIES ALTAMONTE, LLC**, a Florida limited liability company (hereinafter sometimes referred to as the "LLC"), and **HOTTIES ALTAMONE, INC.**, a Florida corporation (the "Corporation"). (The LLC and the Corporation are hereinafter sometimes referred to individually as a "Constituent Entity" or collectively as the "Constituent Entities").

**WITNESSETH:**

**WHEREAS**, the sole shareholder and the Board of Directors of the Corporation and the sole member of the LLC have determined that it is advisable and in the respective best interests of each entity that the Corporation be merged with and into the LLC upon the terms and conditions herein set forth and in accordance with the applicable provisions of the laws of the State of Florida.

**NOW, THEREFORE**, in consideration of the premises and the mutual agreements hereinafter set forth, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby agree that the Corporation shall be merged with and into the LLC and that the terms and conditions thereof are and shall be as follows:

**ARTICLE I****Merger**

1.1 On the Effective Date (as defined below), the Corporation and the LLC shall be merged into a single limited liability company by the Corporation merging with and into the LLC, and the LLC shall be the surviving limited liability company (hereinafter sometimes referred to as the "Surviving LLC"). This Agreement shall be submitted to the respective shareholders or members of each of the Constituent Entities, as provided by law, and shall take effect and be deemed and be taken to be the Agreement of the Constituent Entities upon the approval or adoption thereof by the shareholders or members of each Constituent Entity in accordance with the laws of the State of Florida and upon the execution and filing of such documents with the Secretary of State of Florida and the doing of such acts and things as shall be required for accomplishing the merger (such time is hereinafter referred to as the "Effective Date").

1.2 On the Effective Date:

(a) The LLC, as the Surviving LLC, shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the Constituent Entities; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares of capital stock, and all other choses in action and all and every other interest of, or belonging to, or due to each of the Constituent Entities, shall be

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vested in the Surviving LLC without further act or deed, and the title to any real estate or any interest therein vested in any of the Constituent Entities shall not revert or be in any way impaired by reason of the merger.

(b) All the liabilities and obligations of each of the Constituent Entities shall attach to and become liabilities and obligations of the Surviving LLC and the Surviving LLC shall be liable and responsible for all such liabilities and obligations; and any claim existing or action or proceeding pending by or against any of the Constituent Entities may be prosecuted to judgment as if the merger had not taken place, or the Surviving LLC may be substituted in its place and neither the rights of creditors nor any liens upon the property of any of the Constituent Entities shall be impaired by the merger.

(c) The Surviving LLC shall continue with all the rights, privileges, immunities and powers, and subject to all the duties and liabilities, of a limited liability company organized under the Florida Limited Liability Company Act.

## **ARTICLE II**

### **Articles of Organization and Management of the Surviving LLC**

2.1 The Articles of Organization of the Surviving LLC in effect on the Effective Date shall be the Articles of Organization of the LLC in effect on the Effective Date, and it shall thereafter continue to be the Articles of Organization of the Surviving LLC until duly amended or changed in accordance with the provisions of the Florida Limited Liability Company Act.

2.2 The management of the LLC on the Effective Date is vested in the sole member of the LLC and will continue to be vested in the sole member of the Surviving LLC.

## **ARTICLE III**

### **Capitalization**

3.1 The Capitalization of the Constituent Entities immediately prior to the merger becoming effective is as follows:

(a) The Corporation is authorized to issue the following shares of stock: One Thousand Seven Hundred (1,700) shares of common stock with \$1.00 par value, and has issued One Thousand (1,000) shares of common stock with \$1.00 par value ("Corporation Stock").

(b) The LLC is authorized to issue and has issued membership interests representing 100% of the interests in the LLC ("LLC Membership Interest").

(c) There are no outstanding rights to acquire shares of Corporation Stock.

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#### ARTICLE IV

##### Manner of Conversion of Corporate Stock and Membership Interest

4.1 Upon the merger becoming effective as provided herein:

(a) Each LLC Membership Interest shall be unchanged and shall be an identical outstanding interest of the Surviving LLC.

(b) The One Thousand (1,000) of Corporation Stock issued and outstanding (the "Issued Shares") prior to the merger becoming effective shall be exchanged for and shall become fifty percent (50%) of the outstanding LLC Membership Interests in the Surviving LLC. The sole holder of the Issued Shares immediately prior to the merger becoming effective shall become a member of the Surviving LLC. Immediately upon the merger becoming effective, the Issued Shares shall be cancelled and the sole shareholder of the Corporation shall have no further rights or obligations as a shareholder.

#### ARTICLE V

##### Capitalization of the Surviving LLC

Upon the merger becoming effective, the capital of the Surviving LLC shall consist of the value in the aggregate of the issued LLC Membership Interest immediately after the merger becomes effective, as provided herein.

#### ARTICLE VI

##### Termination

6.1 This Agreement may be terminated and abandoned at any time before the Effective Date by the mutual consent of the Constituent Entities.

#### ARTICLE VII

##### Miscellaneous

7.1 This Agreement (a) shall be governed by and construed in accordance with the laws of the State of Florida, (b) shall not be waived, except by an instrument in writing, signed by the party to be charged, and (c) shall inure to the benefit of and be binding upon the respective successors and assigns of the parties hereto.

7.2 This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

7.3 The parties hereto each agree to do, execute, acknowledge and deliver all such further acts, instruments and assurances, and to take all such further action, including, without

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limitation, the execution and filing of such instruments in the State of Florida as shall be necessary or desirable to carry out this Agreement and to consummate and effect the merger contemplated hereby.

*(signature page follows)*

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IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolution adopted by their Board of Directors and shareholders or members, have caused this Agreement to be executed and attested to by their respective officers and authorized representatives duly authorized as of the day and year first above written.

**HOTTIES ALTAMONTE, INC.,**  
a Florida corporation

By: William M. Windsor  
Name: William M. Windsor  
Title: President

**HOTTIES ALTAMONTE, LLC,**  
a Florida limited liability company

By: William M. Windsor  
Name: William M. Windsor  
Title: Authorized Representative

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