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Division of Corporations

>> 850-617-6381 Page 1 of 1 P 1/15

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MERGER OR SHARE EXCHANGE

BNC RESTAURANTS REAL ESTATE, LLC

Certificate of Status	1
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Page Count	04
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APR - 1 2009

EXAMINER

**CERTIFICATE OF MERGER
OF
BNC RESTAURANTS II, INC.,
a Florida Corporation
WITH AND INTO
BNC RESTAURANTS REAL ESTATE, LLC,
a Florida Limited Liability Company**

The following Certificate of Merger has been duly adopted and is submitted in accordance with Section 608.4382, Florida Statutes, as amended:

FIRST: The exact name, form/entity type and jurisdiction for the merging entity (the "Merging Entity") are as follows: PDZ - 88185

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
BNC RESTAURANTS II, INC.	Florida	Corporation

SECOND: The exact name, form/entity type and jurisdiction for the surviving entity (the "Surviving Entity") are as follows: LDZ - 19302

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
BNC RESTAURANTS REAL ESTATE, LLC	Florida	Limited Liability Company

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THIRD: The attached Plan and Agreement of Merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617 or 620, Florida Statutes.

FOURTH: The attached Plan and Agreement of Merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: The effective date (the "Effective Date") of the merger shall be March 31, 2009.

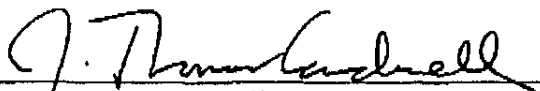
SIXTH: At and as of the Effective Date, the Merging Entity shall be merged with and into the Surviving Entity and the separate existence of the Merging Entity shall cease (the "Merger"). The Surviving Entity is the surviving entity of the Merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof.

Prepared by: J. Thomas Cardwell, Esq.
Akerman Senterfitt
P.O. Box 231
Orlando, FL 32802-0231

SEVENTH: Signature(s) for each Party:

SURVIVING ENTITY:

BNC RESTAURANTS REAL ESTATE, LLC, a
Florida limited liability company

By: 
Name: J. Thomas Cardwell
Title: Member

MERGING ENTITY:

BNC RESTAURANTS II, INC., a Florida
corporation

By: 
Name: J. Thomas Cardwell
Title: Director

Exhibit A**PLAN AND AGREEMENT OF MERGER**

This Plan and Agreement of Merger (this "Plan") is adopted and approved as of March 31, 2009 between BNC RESTAURANTS REAL ESTATE, LLC, a Florida limited liability company (the "Surviving Entity"), and BNC RESTAURANTS II, INC., a Florida corporation (the "Merging Entity" and collectively with the Surviving Entity, the "Constituent Entities").

RECITALS

WHEREAS, the Surviving Entity is a limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Merging Entity is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the shareholders and Board of Directors of the Merging Entity and the members of the Surviving Entity have determined that it is advisable and in the best interests of each such entity and its respective shareholders and members that the Merging Entity be merged with and into the Surviving Entity (the "Merger") on the terms and subject to the conditions set forth hereinafter, in accordance with the applicable provisions of the Florida Statutes; and

WHEREAS, the shares of common stock of the Merging Entity and the membership interests of the Surviving Entity, are owned by the same persons, in the same percentage of ownership; and

WHEREAS, the Merger is undertaken to centralize management and promote economies of operation for the business of the Constituent Entities.

NOW, THEREFORE, in consideration of their mutual premises and of the agreements, covenants and provisions hereinafter contained, the Constituent Entities, as authorized by their respective shareholders, Boards of Directors and members, as applicable, have agreed and do hereby agree, each with the other, as follows:

ARTICLE I
The Merger

At and as of the Effective Date (as defined in Article V hereof), the Merging Entity shall be merged with and into the Surviving Entity in accordance with the Florida Limited Liability Company Act, as amended, and the separate existence of the Merging Entity shall cease and the Surviving Entity shall thereafter continue as the surviving entity under the laws of the State of Florida.

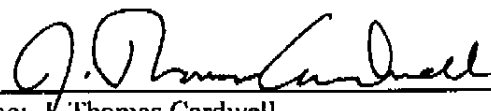
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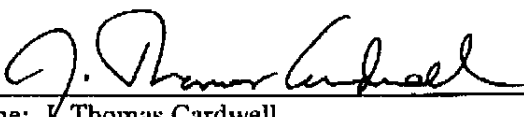
P 5/5

IN WITNESS WHEREOF, pursuant to the approval and authority duly given, the parties have caused this Plan and Agreement of Merger to be executed as of the date first set forth above by an authorized representative of each party thereto.

BNC RESTAURANTS REAL ESTATE, LLC, a
Florida limited liability company

By: 
Name: J. Thomas Cardwell
Title: Member and Director

BNC RESTAURANTS II, INC., a Florida
corporation

By: 
Name: J. Thomas Cardwell
Title: Director