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SUFFICIENCY OF FILING

EFFECTIVE DATE

OCT 31, 2015

Merger/CC

OCT 26 2015

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Date: 10/22/2015

Account #: I20000000088

Name: Darian Shump

Reference #: T001600

ENTITY NAME: RBY, LLC

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Annual Report

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other: \_\_\_\_\_

Authorized Amount: \$ 80.00

Signature: 

115 North Calhoun Street, Suite #4, Tallahassee, FL 32301

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# EFFECTIVE DATE

10.31.2015

## ARTICLES OF MERGER FOR FLORIDA LIMITED LIABILITY COMPANY

The following articles of merger (the "Articles of Merger") are being submitted to merge the following Florida limited liabilities companies, in accordance with Sections 605.1022 and 605.1025 of the Florida Revised Limited Liability Company Act (the "Act").

FILED  
2015 OCT 23 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### FIRST: THE MERGING PARTY

The exact name, jurisdiction, and entity type of the merging party (the "Merging Entity") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
RB GEMBA, LLC	Florida	limited liability company

Document Number: L06000000014

### SECOND: THE SURVIVING PARTY

The exact name, jurisdiction, and entity type of the surviving party (the "Surviving Entity") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
RBY, LLC	Florida	limited liability company

Document Number: L05000114857

**THIRD:** The Plan of Merger, attached hereto as Exhibit A, meets the requirements of Section 605.1022 of the Act, and was approved by the Surviving Entity and the Merging Entity, in accordance with the applicable provisions of Chapter 605 of the Act.

**FOURTH:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with Sections 605.1021-605.1026 of the Act; 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 Section 605.1023(1)(b) of the Act.

**FIFTH:** The Surviving Entity has agreed to pay to any members of any limited liability company with appraisal rights the amount to which such members are entitled under the provisions of Sections 605.1006 and 605.1061 to 605.1072 of the Act.

**SIXTH:** The merger shall become effective on October 31, 2015.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 20 day of October, 2015.

**MERGING ENTITY:**

RB GEMBA, LLC, a Florida limited liability company

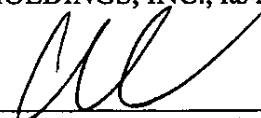
By: WAYCO HOLDINGS, INC., its Manager

By:   
Cris V. Branden, Vice President

**SURVIVING ENTITY:**

RBY, LLC, a Florida limited liability company

By: WAYCO HOLDINGS, INC., its Manager

By:   
Cris V. Branden, Vice President

**EXHIBIT A**  
**PLAN OF MERGER**  
(attached)

## **PLAN OF MERGER**

THIS PLAN OF MERGER (this "Plan") is executed, adopted and approved as of October 22, 2015 by and between RB GEMBA, LLC, a Florida limited liability company (the "Merging Entity"), and RBY, LLC, a Florida limited liability company (the "Surviving Entity").

WHEREAS, all of the members and the sole manager of the Merging Entity and all of the members and the sole manager of the Surviving Entity have determined that it is advisable and in the best interests of each such entity and its respective members that the Merging Entity be merged with and into the Surviving Entity on the terms and subject to the conditions set forth herein (the "Merger").

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

### **ARTICLE I**

#### **The Merger**

At the Effective Time (as defined in Article VI hereof), the Merging Entity shall be merged with and into the Surviving Entity in accordance with the Florida Revised 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.

### **ARTICLE II**

#### **The Surviving Entity**

At the Effective Time, the Articles of Organization of the Surviving Entity, as in effect immediately prior to the Effective Time (the "Articles of Organization"), shall be the Articles of Organization of the Surviving Entity.

At the Effective Time, the Third Amended and Restated Limited Liability Company Operating Agreement of the Surviving Entity (the "Operating Agreement"), as in effect immediately prior to the Effective Time, shall be the Operating Agreement of the Surviving Entity, until thereafter altered, amended or repealed in accordance with applicable laws, the Articles of Organization and the Operating Agreement.

### **ARTICLE III**

#### **Manner and Basis of Converting Membership Interests**

At the Effective Time, (i) all of the outstanding membership interests of the Merging Entity shall be surrendered and canceled, and no additional membership interests of the Surviving Entity or other property will be issued in exchange therefor, and (ii) all of the outstanding membership interests of the Surviving Entity shall remain outstanding, and the current members of the Surviving Entity shall continue to own the same membership interests of the Surviving Entity as immediately prior to the Effective Time.

**ARTICLE IV**  
**Approval**

The Merger contemplated by this Plan has previously been submitted to and unanimously approved by the respective members and the sole manager of the Merging Entity and the Surviving Entity.

**ARTICLE V**  
**Effect of Merger**

At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Entity shall vest in the Surviving Entity, and all liabilities and obligations of the Merging Entity shall become liabilities and obligations of the Surviving Entity.

**ARTICLE VI**  
**Effective Time**

As used in this Plan, the term "Effective Time" shall mean October 31, 2015.

*[Signatures on following page]*

IN WITNESS WHEREOF, the undersigned have executed this Plan as of the date first above written.

**MERGING ENTITY:**

RB GEMBA, LLC, a Florida limited liability company

By: WAYCO HOLDINGS, INC., its Manager

By: 

Cris V. Branden, Vice President

**SURVIVING ENTITY:**

RBV, LLC, a Florida limited liability company

By: WAYCO HOLDINGS, INC., its Manager

By: 

Cris V. Branden, Vice President