

C. GOLDEN
OCT - 5 2020

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PHONE: (800) 435-9371; FAX: (866) 860-8395**

DATE: 10/02/20

NAME: THE WHOLE COFFEE COMPANY LLC

TYPE OF FILING: MERGER

COST: 50.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

a-Hodge

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Whole Coffee Company LLC
Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Eric Breitman, Esq.

Contact Person

Barton LLP

Firm/Company

711 Third Avenue, 14th Floor

Address

New York, NY 10017

City, State and Zip Code

ebreitman@bartonesq.com

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

For further information concerning this matter, please call:

Heidi J. Levin at (786) 364-4444
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

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

2020-06-22 PM 1:36

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>
<u>TWCC Newco LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>The Whole Coffee Company LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

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>
<u>The Whole Coffee Company LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>

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)

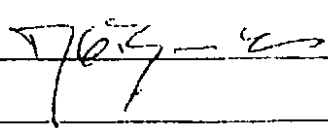
- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a 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:

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:

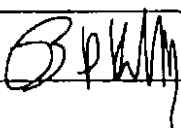
Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
TWCC Newco LLC		Brian Kelley
The Whole Coffee Company LLC		David Burke

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

<u>Fees:</u>	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

SEVENTH: Signature(s) for Each Party:

(Merger must be signed by all general partners of each partnership and by the authorized representative of each other party.)

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
The Whole Coffee Company LLC		David Burke, Chief Executive Officer
<u>TWCC Newco LLC</u>		Brian Kelley, Authorized Signatory

Fees: Filing Fees: \$25.00 Per Party
Certified Copy: \$52.50 (Optional)
Certificate of Status: \$8.75 (Optional)