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Fax Number : (954) 527-8663

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MERGER OR SHARE EXCHANGE

BON APETITO NEW YORK STYLE RESTAURANT & PIZZA, LLC

| | |
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**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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> |
|---|---------------------|-------------------------|
| BON APETITO NEW YORK STYLE RESTAURANT & PIZZA, INC. | FLORIDA | CORPORATION |
| | | DO7-102723 |
| | | |
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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> |
|--|---------------------|---------------------------|
| BON APETITO NEW YORK STYLE RESTAURANT & PIZZA, LLC | FLORIDA | LIMITED LIABILITY COMPANY |
| | | LOG-96574 |

THIRD: The attached plan 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, and/or 620, Florida Statutes.

FOURTH: The attached plan 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: If other than the date of filing, the 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:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

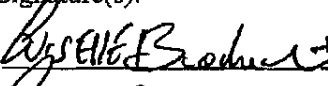

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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EIGHTH: Signature(s) for Each Party:

| Name of Entity/Organization: | Signature(s): | Typed or Printed Name of Individual: |
|---|--|---|
| BON APETITO NEW YORK STYLE RESTAURANT & PIZZA, INC. |  | PRESIDENT |
| BON APETITO NEW YORK STYLE RESTAURANT & PIZZA, LLC |  | MEMBER |
| | | |
| | | |

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 a member or authorized representative

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

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AGREEMENT AND PLAN OF MERGER**AGREEMENT AND PLAN OF MERGER OF
BON APETITO NEW YORK STYLE RESTAURANT & PIZZA, INC.
WITH AND INTO BON APETITO NEW YORK STYLE RESTAURANT & PIZZA, LLC**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of October 20, 2008, by and between **BON APETITO NEW YORK STYLE RESTAURANT & PIZZA, INC.** ("**Bon Appetito Inc.**"), a corporation organized and existing under the laws of the State of Florida (**Bon Appetito Inc.** being hereinafter sometimes referred to as the "Merging Corporation") and **BON APETITO NEW YORK STYLE RESTAURANT & PIZZA, LLC** ("**Bon Appetito LLC**"), a limited liability company organized and existing under the laws of the State of Florida (**Bon Appetito LLC** being hereinafter sometimes referred to as the "Surviving Limited Liability Company"), said two entities being hereinafter sometimes referred to collectively as the "Constituent Entities";

WHEREAS, the Board of Directors and Shareholders of the Merging Corporation and the Manager and Members of the Surviving Limited Liability Company deem it advisable and in the best interests of the Constituent Entities that **Bon Appetito Inc.** be merged with and into **Bon Appetito LLC**, with **Bon Appetito LLC** being the Surviving Limited Liability Company, under and pursuant to the laws of the State of Florida and on the terms and conditions set forth herein;

NOW THEREFORE, the parties hereto agree as follows:

ARTICLE I**MERGER**

1.1 **Bon Appetito Inc.** shall be merged with and into **Bon Appetito LLC** in accordance with the laws of the State of Florida. The separate corporate existence of **Bon Appetito Inc.** shall thereby cease, and **Bon Appetito LLC** shall be the Surviving Limited Liability Company.

1.2 The name which the Surviving Limited Liability Company is to have after the merger shall be "**Bon Appetito LLC**".

1.3 On the Effective Time (as defined in Section 2.1 below), the separate existence of the Merging Corporation shall cease. Except as herein otherwise specifically set forth, from and after the Effective Time the Surviving Limited Liability Company shall possess all of the rights, privileges, immunities and franchises, to the extent consistent with its Articles of Incorporation, of the Constituent Entities. All the rights, privileges, powers and franchises of the Merging Corporation, of a public as well as of a private nature, and all property, real, personal and mixed of the Merging Corporation, and all debts due on whatever account to it, including all choses in

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action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Limited Liability Company without further act or deed; and all such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of the Merging Corporation shall be thereafter as effectually the property of the Surviving Limited Liability Company as they were of the Merging Corporation.

1.4 From and after the Effective Time, the Surviving Limited Liability Company shall be subject to all the duties and liabilities of a limited liability company organized under the Florida Limited Liability Act and shall be liable and responsible for all the liabilities and obligations of the Constituent Entities. The rights of the creditors of the Constituent Entities, or of any person dealing with such corporations, or any liens upon the property of such corporations, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted to judgment as if this merger had not taken place, or the Surviving Limited Liability Company may be proceeded against or substituted in place of the Merging Corporation. Except as otherwise specifically provided to the contrary herein, the identity, existence, purposes, powers, franchises, rights immunities and liabilities of the Surviving Limited Liability Company shall continue unaffected and unimpaired by the merger.

ARTICLE II

TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

2.1 The merger shall become effective at 11:30 p.m., on October 20, 2008, pursuant to Section 607.1101 of the Florida Business Corporation Act and Section 608.438 of the Florida Limited Liability Company Act. The time and date of such effectiveness is referred to in this Agreement as the "Effective Time."

2.2 Prior to the Effective Time, the Constituent Entities shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Time, the Surviving Limited Liability Company shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or confirm to, the Surviving Limited Liability Company full title to all of the property, assets, rights, privileges and franchises of the Constituent Entities, or either of them, the officers and directors of the Constituent Entities shall execute and deliver all such instruments and take all such further actions as the Surviving Limited Liability Company may determine to be necessary or desirable in order to vest in and confirm to the Surviving Limited Liability Company title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this Agreement and Plan.

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ARTICLE III

CHARTER AND BYLAWS; MANAGERS AND DIRECTORS

3.1 The Articles of Organization of **Bon Apetito LLC**, as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Articles of Organization of the Surviving LLC Company until duly amended in accordance with law, and no change to such Articles of Organization shall be effected by the merger.

3.2 The Operating Agreement of **Bon Apetito LLC**, as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Operating Agreement of the Surviving Limited Liability Company until duly amended in accordance with law, and no change to such Operating Agreement shall be effected by the merger.

3.3 The persons who are the Managers of **Bon Apetito LLC** immediately prior to the Effective Time shall, after the merger, continue as the Managers of the Surviving Limited Liability Company without change, to serve, subject to the provisions of the Bylaws of the Surviving Limited Liability Company, until their successors have been duly elected and qualified in accordance with the laws of the State of Florida and the Articles of Incorporation and Bylaws of the Surviving Limited Liability Company.

ARTICLE IV

CONVERSION OF SHARES

4.1 The Surviving Limited Liability Company presently has authorized one thousand (1000) common membership units of which five hundred (500) common membership units are issued and outstanding ("**Bon Apetito LLC Common**").

4.2 The Merging Corporation presently has issued an outstanding one thousand (1000) shares of \$1 par value common stock ("**Bon Apetito Inc. Common**").

4.3 At the Effective Time, all the issued and outstanding shares of **Bon Apetito Inc. Common** shall be exchanged for five hundred (500) units of **Bon Apetito LLC Common**. After the Effective Time, each holder of an outstanding certificate or certificates theretofore representing shares of **Bon Apetito Inc. Common** may, but shall not be required to, surrender the same to the Surviving Limited Liability Company for cancellation or transfer, and each such holder or transferee will be entitled to receive certificates representing, respectively, one unit of **Bon Apetito LLC Common** for every two (2) shares of **Bon Apetito Inc. Common** previously represented by the stock certificates surrendered. Until so surrendered or presented for transfer, each outstanding certificate which prior to the Effective Time represented **Bon Apetito Inc. Common**, respectively, shall be deemed and treated for all corporate purposes to represent the ownership of two hundred and fifty units of **Bon Apetito LLC Common**. No other cash, shares, securities or obligations will be distributed or issued upon conversion of **Bon Apetito Inc. Common**.

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ARTICLE V**MISCELLANEOUS**

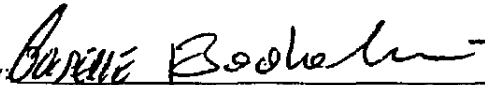
5.1 Notwithstanding anything herein to the contrary, the Board of Directors or Managers of either of the Constituent Entities may, in their sole discretion and at any time prior to the filing with the Secretary of State of Florida of the necessary Articles of Merger giving effect to the merger, by resolution duly adopted, abandon the merger if it shall deem such action necessary, desirable and in the best interests of the respective Constituent Entities. In the event of such determination and the abandonment of this Agreement and Plan pursuant to the provisions of this Paragraph 5.1, the same shall become null and void and shall have no further effect. Such termination shall not give rise to any liability on the part of either of the Constituent Entities or its Directors, Managers, Shareholders or Members in respect of this Agreement and Plan.

5.2 The Shareholders of **Bon Apetito Inc.** and the Members of **Bon Apetito LLC** dissenting to the Agreement and Plan shall be entitled, pursuant to Section 607.1103 of the Florida Business Corporation Act and Section 608.4381 of the Florida Limited Liability Company Act, to be paid the fair value of their shares upon compliance with such statutory sections.

5.3 This Agreement and Plan embodies the entire agreement between the parties hereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for.

IN WITNESS WHEREOF, this Agreement and Plan has been signed by the duly authorized officers of the Constituent Entities pursuant to the authorization by the Board of Directors, Managers, Shareholders and Members of the Constituent Entities, all as of the day and year first above written.

**BON APETITO NEW YORK STYLE
RESTAURANT & PIZZA, INC.**

By: 

Name: Giuseppe Badalamenti
Title: President

**BON APETITO NEW YORK STYLE
RESTAURANT & PIZZA, LLC**

By: 

Name: Giuseppe Badalamenti
Title: Manager

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