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Division of Corporations

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MERGER OR SHARE EXCHANGE  
HJB Transition, LLC

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$50.00

**A. LUNT**

OCT 28 2010

**EXAMINER**

**ARTICLES AND CERTIFICATE OF MERGER  
OF  
HUGH JASS BURGERS, LLC  
WITH AND INTO  
HJB TRANSITION, LLC**

Pursuant to the provisions of KRS 275.360 and s. 608.4382, Florida Statutes, the undersigned entities hereby adopt the following Articles and Certificate of Merger for the purpose of merging Hugh Jass Burgers, LLC, a Florida limited liability company, with and into HJB Transition, LLC, a Kentucky limited liability company, which shall be the surviving entity in the merger.

- FIRST:** The constituent business entities which are to merge are:
- (a) HJB Transition, LLC, a limited liability company organized pursuant to the laws of the Commonwealth of Kentucky (the "Kentucky LLC"), which shall be the surviving entity; and
  - (b) Hugh Jass Burgers, LLC, a limited liability company organized pursuant to the laws of the State of Florida (the "Florida LLC"), which shall be the merging entity.
- SECOND:** The Plan of Merger, duly authorized and approved by the merging entities in accordance with KRS 275.350 and Chapter 609, Florida Statutes, is attached hereto as Exhibit A and is incorporated herein by reference as a part of these Articles and Certificate of Merger.
- THIRD:** The name of the surviving entity is HJB Transition, LLC (whose name will change effective upon filing these Articles and Certificate of Merger to Hugh Jass Burgers, LLC pursuant to the terms of the Plan of Merger).
- FOURTH:** The effective date of the merger shall be November 1, 2010.
- FIFTH:** The Kentucky LLC appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce obligations of the Florida LLC, including any appraisal rights of the members of the Florida LLC under ss. 608.4351 - 608.43595, Florida Statutes, and the street and mailing address of the office of the Kentucky LLC to which the Florida Department of State may use for purposes of s. 48.181, Florida Statutes is as follows:

1385 Pridemore Court  
Lexington, Kentucky 40505

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**SIXTH:** The Kentucky LLC has agreed to pay to any member of the Florida LLC who have appraisal rights in connection with a merger transaction contemplated hereby, the amounts to which they may be entitled under Section 608.4351 - 608.43595.

**IN WITNESS WHEREOF,** these Articles and Certificate of Merger are executed by each constituent business entity.

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HJB Transition, LLC, a limited liability  
company organized pursuant to the laws of the  
Commonwealth of Kentucky

By: 

Thomas F. Underwood, (Manager)

Hugh Jass Burgers, LLC, a limited liability  
company organized pursuant to the laws of the  
State of Florida

By: 

John David Underwood, (Manager)

This instrument was prepared by:  
STOLL KEENON OGDEN PLLC  
300 West Vine Street, Suite 2100  
Lexington, Kentucky 40507

By: 

Stacy C. Kula, Esq.

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**Exhibit A**

**PLAN OF MERGER  
BETWEEN**

**HJB TRANSITION, LLC  
(A LIMITED LIABILITY COMPANY ORGANIZED PURSUANT TO THE LAWS OF THE  
COMMONWEALTH OF KENTUCKY)**

**AND**

**HUGH JASS BURGERS, LLC  
(A LIMITED LIABILITY COMPANY ORGANIZED PURSUANT TO THE LAWS OF THE STATE OF  
FLORIDA)**

HJB Transition, LLC, a limited liability company organized pursuant to the laws of the Commonwealth of Kentucky (the "Kentucky LLC"), and Hugh Jass Burgers, LLC, a limited liability company organized pursuant to the laws of the State of Florida (the "Florida LLC"), in accordance with the Kentucky Limited Liability Company Act and the Florida Limited Liability Company Act, hereby adopt this Plan of Merger (this "Plan"), as follows:

**ARTICLE I**

The parties hereby agree to effect a merger by and between the Kentucky LLC the Florida LLC.

**ARTICLE II**

The entity to survive the merger is the Kentucky LLC.

**ARTICLE III**

The other terms and conditions of the Plan are as follows:

- (a) The constituent business entities that are parties to the merger are the Kentucky LLC and the Florida LLC. The name of the surviving business entity is HJB Transition, LLC.
- (b) Upon the filing of the Articles and Certificate of Merger, the Kentucky LLC's name shall be changed to Hugh Jass Burgers, LLC.
- (c) Limited liability is retained by the surviving business entity.
- (d) The manner and basis of converting the units of the Kentucky LLC and the interests of the Florida LLC are as follows:

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- (i) Each limited liability company interest in the Florida LLC that is issued and outstanding immediately before the merger, shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into one unit in the Kentucky LLC; and
  - (ii) Each unit in the Kentucky LLC outstanding immediately before the merger shall be cancelled.
- (e) Upon the effective time and date of the merger, (i) the members of the Florida LLC shall comprise all the members of the Kentucky LLC and (ii) those members shall be parties to and bound by the Operating Agreement of the Kentucky LLC.
- (f) The Articles of Organization of the Kentucky LLC, as in effect on the effective date of the merger, shall continue in full force and effect as the Articles of Organization of the Kentucky LLC, and shall not be changed or amended by the merger, with exception that upon the filing of the Articles and Certificate of Merger, the Kentucky LLC's name shall be changed to Hugh Jass Burgers, LLC.
- (g) The Kentucky LLC reserves the right and power, after the effective date of the merger, to alter, amend, change, or repeal any of the provisions contained in its Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred on managers or members herein are subject to this reservation.
- (h) The Operating Agreement of the Kentucky LLC, as such Operating Agreement exists on the effective date of the merger, shall remain and be the Operating Agreement of the Kentucky LLC until altered, amended, or repealed, or until a new Operating Agreement shall be adopted in accordance with the provisions thereof, the Articles of Organization and applicable law.
- (i) Confirmatory deeds, assignments, or other like instruments, when deemed desirable by the Kentucky LLC to evidence such vesting of any property, right, privilege, or franchise, shall at any time, or from time to time, be made and delivered in the name of the Florida LLC by the last acting manager thereof, or by any manager of the Kentucky LLC.
- (j) The effective date of the merger shall be on November 1, 2010.
- (k) This Plan does not provide any right of dissent from the merger. Any right to dissent, including as provided in Section 608.4352 of the Florida Limited Liability Company Act is waived.

**ARTICLE IV**

This Plan was duly authorized and approved by the Florida LLC in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

**ARTICLE V**

This Plan was duly authorized and approved by the Kentucky LLC in accordance with the Kentucky Limited Liability Company Act.

IN WITNESS WHEREOF, this Plan of Merger has been executed by each constituent business entity.

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