

L100000024348

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CORPORATION SERVICE COMPANY'

ACCOUNT NO. : I20000000195

REFERENCE : 363057 4306747

AUTHORIZATION

COST LIMIT : \$ 80.00

ORDER DATE : September 28, 2012

ORDER TIME : 3:57 PM

ORDER NO. : 363057-005

CUSTOMER NO: 4306747

ARTICLES OF MERGER

SH HOLDINGS, LLC

INTO

SH FRANCHISING, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Becky Peirce

EXAMINER'S INITIALS: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: SH Franchising, 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:

Michael Todd  
(Contact Person)

Michael J. Todd, PC  
(Firm/Company)

960 East Oakland Street  
(Address)

Gilbert, AZ 85295  
(City, State and Zip Code)

For further information concerning this matter, please call:

Michael Todd at ( 480 ) 326-1549  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

☒ Certified copy (optional) \$30.00

STREET ADDRESS:  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

MAILING ADDRESS:  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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

2012 SEP 28 AM 10:24  
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TALLAHASSEE, FLORIDA

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The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, 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>
L10-24351 SH Holdings, LLC	Florida	LLC
SH Franchising, LLC	Florida	LLC
L10-24348		

**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>
SH Franchising, LLC	Florida	LLC

**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:

n/a

**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:

n/a

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: n/a

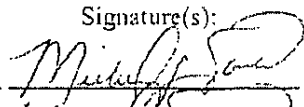
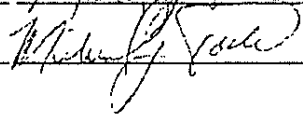
Mailing address: n/a

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TALLAHASSEE, FLORIDA

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
SH Holdings, LLC		Michael J. Todd
SH Franchising, LLC		Michael J. Todd
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

<b><u>Fees:</u></b>	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

<b><u>Certified Copy (optional):</u></b>	\$30.00
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## PLAN OF MERGER

**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>
SH Holdings, LLC	Florida	LLC
SH Franchising, LLC	Florida	LLC

**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>
SH Franchising, LLC	Florida	LLC

**THIRD:** The terms and conditions of the merger are as follows:

SH Holdings, LLC and SH Franchising, LLC agree that SH Holdings, LLC shall merge with and into SH Franchising, LLC, which shall be the surviving entity.

Following the effectiveness of the merger, the separate corporate existence of SH Holdings, LLC will cease and SH Franchising, LLC will continue as a limited liability company governed by the laws of the State of Florida.

*(Attach additional sheet if necessary)*

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**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The membership interests of SH Holdings, LLC are not certificated, and  
shall, on the effective date, by virtue of the merger and without any action  
on the part of the holder of such membership interests, be cancelled and  
cease to exist. The membership interests of SH Franchising, LLC will not  
be converted, exchanged or altered in any manner as a result of the merger.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

n/a

*(Attach additional sheet if necessary)*

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**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

The terms and conditions of this merger were advised, authorized, and approved by SH Franchising, LLC and SH Holdings, LLC in the manner and by the vote required by its articles of organization and the laws of the state of its formation. The terms and conditions of this merger set forth herein were approved by the unanimous written consent of the members of SH Holdings, LLC and the unanimous written consent of the members of SH Franchising, LLC.

*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

There shall be no amendment to the articles of organization of SH Franchising, LLC to be effected as part of the merger.

*(Attach additional sheet if necessary)*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SH Holdings, LLC