

L10000037893

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

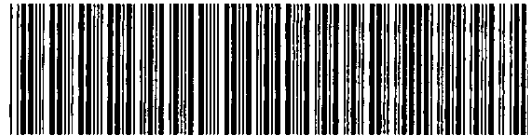
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000196026220

03/01/11--01002--005 **50.00

FILED

11 MAR - 1 PM 1:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN

MAR - 2 2011

EXAMINER

Zacur, Graham & Costis, P.A.

Attorneys and Counselors at Law

RICHARD A. ZACUR
SEAN A. COSTIS
ASHLEY DREW GRAHAM

5200 CENTRAL AVE.
POST OFFICE BOX 14409
ST. PETERSBURG, FLORIDA 33733
TELEPHONE 727-328-1000
FAX 727-323-7519

PETER D. GRAHAM*
*BOARD CERTIFIED
REAL ESTATE ATTORNEY

February 24, 2011

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
11 MAR -1 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Tobacco Road of Pinellas, LLC/Good Times Pinellas, LLC

Dear Sirs:

Enclosed find an original Certificate of Merger and a copy of the Plan of Merger for the above referenced limited liability companies for filing with the Florida Department of State.

Also enclosed is this firm's check in the amount of \$50.00 for filing fees.

Should you have any questions or need anything further, please do not hesitate to contact my office.

Very truly yours,

ZACUR, GRAHAM & COSTIS, P.A.



PETER D. GRAHAM

PDG/clt
Enclosures
cc: Eugene Myers

CERTIFICATE OF MERGER
OF
TOBACCO ROAD OF PINELLAS, LLC
WITH AND INTO GOOD TIMES PINELLAS, LLC

FILED
11 MAR - 1 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Merger is being filed pursuant to F.S. §608.4382 to reflect the merger of TOBACCO ROAD OF PINELLAS, LLC, a Florida limited liability company, with and into GOOD TIMES PINELLAS, LLC, a Florida limited liability company.

1. Attached hereto, marked Exhibit A and incorporated herein by reference is a copy of the Plan of Merger.

2. The Plan of Merger was approved by each limited liability company that is a party to the merger in accordance with applicable provisions of F.S. Chapter 608.

#L10000082675
TOBACCO ROAD OF PINELLAS, LLC

BY: Eugene M. Myers
EUGENE M. MYERS
Manager/Member

#L10000037893
GOOD TIMES PINELLAS, LLC

By: Eugene M. Myers
EUGENE M. MYERS
Manager/Member

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23rd day of February, 2011 by EUGENE M. MYERS, as Manager/Member of TOBACCO ROAD OF PINELLAS, LLC, and as Manager/Member of GOOD TIMES PINELLAS, LLC who is personally known to me or who has produced N/A, as identification.

Charity L. Taylor
NOTARY PUBLIC

My Commission Expires:



CHARITY L. TAYLOR
MY COMMISSION # DD 882731
EXPIRES: July 27, 2013
Bonded Thru Budget Notary Services

PLAN OF MERGER

This Plan of Merger is hereby adopted on December 31, 2010, by GOOD TIMES PINELLAS, LLC, a Florida limited liability company, hereafter referred to as GOOD TIMES, and TOBACCO ROAD OF PINELLAS, LLC, a Florida limited liability company, hereafter referred to as TOBACCO ROAD.

WHEREAS, the Members of each of the limited liability companies deem it advisable that TOBACCO ROAD be merged into GOOD TIMES, in the manner provided therefor pursuant to Florida Statutes §§608.438, et seq.

NOW THEREFORE, in consideration of the promises and mutual agreements herein contained, the companies have agreed and do hereby plan to merge upon the terms and conditions hereinafter set forth.

1. Agreement to Merge. The companies have agreed that TOBACCO ROAD OF PINELLAS, LLC, shall be merged into GOOD TIMES PINELLAS, LLC.

2. Name of Surviving Entity. The name of the surviving entity is GOOD TIMES PINELLAS, LLC.

3. Interests in Surviving Entity. The three equal Members of TOBACCO ROAD shall surrender their ownership interests in TOBACCO ROAD to GOOD TIMES on or before December 31, 2010. Each member of TOBACCO ROAD shall become a Member of GOOD TIMES and each one-third membership interest in TOBACCO ROAD shall become a one-tenth membership interest in GOOD TIMES.

4. Operating Agreement. The Operating Agreement of GOOD TIMES shall be the Operating Agreement of the surviving entity.

FILED
11 MAR 29 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the companies have caused their respective names to be signed hereto by each member of each company.

GOOD TIMES PINELLAS, LLC

Eugene M. Myers
EUGENE M. MYERS
Manager/Member

Sam M. Bontempo
SAM M. BONTEMPO
Manager/Member

Stephen A. Bontempo
STEPHEN A. BONTEMPO
Manager/Member

KELLER ENTERPRISE GROUP, LLC

By: Richard Keller
RICHARD KELLER
Manager/Member

TOBACCO ROAD OF PINELLAS, LLC

Eugene M. Myers
EUGENE M. MYERS
Manager/Member

Martin Coulombe
MARTIN COULOMBE
Manager/Member

Raymond A. Bonnell
RAYMOND A. BONNELL
Manager/Member

FILED
11 MAR -1 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA