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(Requestor's Name)

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(City/State/Zip/Phone #)

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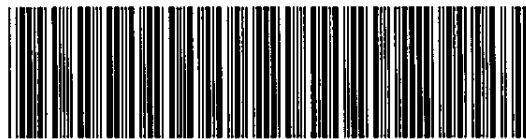
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATION
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LAW OFFICE OF MARC J. GREENSPON

October 1, 2013

VIA OVERNIGHT DELIVERY

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

Re: Certificate of Merger

To Whom it May Concern:

Enclosed is a Certificate of Merger merging DD Florida Holdings, LLC with and into Juno Beach Donuts, LLC and a check in the amount of \$25.00 for filing. Please return all correspondence to Daniel Bowers, Juno Beach Donuts, LLC, 803 Donald Ross Road, Juno Beach, Florida, 33408.

Please don't hesitate to call me at (561) 578-6804 if you have any questions.

Sincerely,

/s

Marc J. Greenspon

Enc.

cc: Juno Beach Donuts, LLC (via email)

EXECUTION COPY

CERTIFICATE OF MERGER
Merging
DD FLORIDA HOLDINGS, LLC
a Florida limited liability company
with and into
JUNO BEACH DONUTS, LLC
a Florida limited liability company

Pursuant to s. 608.4382, Florida Statutes, this Certificate of Merger ("Certificate") is submitted to merge the following Florida limited liability companies.

FIRST: The exact name, type of entity and jurisdiction for each merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
DD Florida Holdings, LLC	Florida	limited liability company
Juno Beach Donuts, LLC	Florida	limited liability company

SECOND: The exact name, type of entity and jurisdiction of the surviving party is as follow:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>
Juno Beach Donuts, LLC	Florida	limited liability company

THIRD: The Plan of Merger is attached hereto as Exhibit A and incorporated by reference and was approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The effective date of the merger is the date of filing of this Certificate with the Florida Department of State.

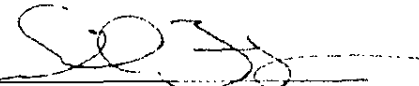
IN WITNESS WHEREOF, this Certificate has been executed as of the 1st day of October, 2013.

JUNO BEACH DONUTS, LLC, a
Florida limited liability company

By: 
Daniel Bowers, Its Manager

DD FLORIDA HOLDINGS, LLC, a
Florida limited liability company

By: Juno Beach Donuts, LLC, Its Manager

By: 
Daniel Bowers, Its Manager

FILED
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EXHIBIT A

**PLAN OF MERGER
OF
DD FLORIDA HOLDINGS, LLC
AND
JUNO BEACH DONUTS, LLC**

The following Plan of Merger is submitted in accordance with s. 608.4382, Florida Statutes.

1. **The Merger.** The Certificate of Merger, of even date herewith along with this Plan of Merger shall be filed with the Secretary of State of the State of Florida and become effective of the date and time when the same are filed with an accepted by the Secretary of State of the State of Florida (the "Effective Date"). On the Effective Date DD Florida Holdings, LLC, a Florida limited liability company (the "Company") shall be merged (hereinafter, the "Merger") with and into Juno Beach Donuts, LLC, a Florida limited liability company ("Surviving Company") and the separate existence of the Company shall thereupon cease, and Surviving Company, as the entity surviving the Merger, shall by virtue of the Merger continue its existence under the laws of the State of Florida (the "Surviving Company").

2. **Membership Interests.** All Membership Interests of the Company immediately prior to the Effective Date and all rights in respect thereof shall by virtue of the Merger and without any action on the part of the holders thereof, forthwith cease to exist and be converted into membership interests of Juno Beach Donuts, LLC, a Florida limited liability company in proportion to each Member's holdings in the Surviving Company. From and after the Effective Date, all of the Membership Interests of the Surviving Company shall be unaffected by the Merger and shall continue to be the respective Members of the same.

3. **Effect of the Merger.** From and after the Effective Date, the Merger shall have the effects set forth in the Florida Limited Liability Company Act, s. 608.401, et seq. (the "Florida Act"). Without limiting the foregoing and subject thereto, from and after Effective Date all of the assets, properties, rights, privileges, powers, immunities of the Company and Surviving Company shall vest in the Surviving Company and all debts, liabilities and obligations of the Company and Surviving Company shall become debts, liabilities and obligations of the Surviving Company.

4. **Articles of Organization & Operating Agreement.** From and after the Effective Date, the Surviving Company's Articles of Organization immediately prior to the Effective Date shall be the Articles of Organization of the Surviving Company until thereafter amended in accordance with the Florida Act. From and after the Effective Date the Surviving Company's Operating Agreement in effect immediately prior to the Effective Date (the "Surviving Company Operating Agreement") shall be the Operating Agreement (within the meaning of the Florida Act) of the Surviving Company until thereafter amended in accordance with the Surviving Company Operating Agreement and the Florida Act.

5. **Managers.** The Manager of the Surviving Entity shall be Daniel Bowers, until his successor is duly elected or appointed and qualified in accordance with the Surviving Company Operating Agreement.

6. **IRC Section 386(a) Reorganization.** For federal and applicable state income tax purposes, the parties to the Merger intend that the Merger qualify as a tax-free reorganization within the meaning of Section 386(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and that this Plan of Merger is intended to be, and by being signed by the parties is, adopted as a plan of reorganization within the meaning of Section 386(a) of the Code and the Treasury Regulations promulgated thereunder.

Dated: October 1, 2013

JUNO BEACH DONUTS, LLC, a
Florida limited liability company

By: 

Daniel Bowers, Its Manager

DD FLORIDA HOLDINGS, LLC, a
Florida limited liability company

By: Juno Beach Donuts, LLC, Its Manager

By: 

Daniel Bowers, Its Manager