

L12000044668

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2012 SEP 17 AM 9:56

C. LEWIS
SEP 18 2012
EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 348362 7266798

AUTHORIZATION :

COST LIMIT : \$ 50

A handwritten signature in cursive script, appearing to read "Lynette Leman".

ORDER DATE : September 17, 2012

ORDER TIME : 1:10 PM

ORDER NO. : 348362-005

CUSTOMER NO: 7266798

ARTICLES OF MERGER

DEAR ENTERPRISES, LLC

INTO

BREWBURGERS II, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____

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DIVISION OF CORPORATIONS

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**CERTIFICATE OF MERGER
OF
DEAR ENTERPRISES, LLC
INTO
BREWBURGERS II, LLC**

This Certificate of Merger is submitted in accordance with Section 608.4382, Florida Statutes to effect the merger of Dear Enterprises, LLC, a Florida limited liability company into Brewburgers II, LLC, a Florida limited liability company.

1. The name and jurisdiction of the surviving entity: Brewburgers II, LLC, a Florida limited liability company ("Brewburgers"), Document number L12000044668.

2. The name and jurisdiction of the merging entity: Dear Enterprises, LLC, a Florida limited liability company ("Dear"), Document number L11000127118.

3. The Plan of Merger is as follows:

(i) Dear will be merged with and into Brewburgers and Brewburgers shall be the surviving entity. All rights and interests of Dear in and to every type of property (real, personal, intangible and mixed) will be transferred to and vested in the surviving entity by virtue of the merger without any deed or other transfer. The surviving entity, Brewburgers, upon the merger and without any order or other action on the part of any court or otherwise, will hold and enjoy all rights of property, franchises, and interests, in the same manner and to the same extent as such rights, franchises, and interests were held or enjoyed by Dear at the time of the merger. The surviving entity, Brewburgers, will, from and after the Effective Date, be liable for all liabilities of Dear; and

(ii) The Articles of Organization, as amended, of Brewburgers shall be the Articles of Organization, as amended, of the surviving entity, Brewburgers, and no

changes or amendments to the Articles of Organization, as amended, of Brewburgers are desired; and

(iii) The membership interests of the members of Dear shall be extinguished and the membership interests of the members of Brewburgers shall be unaffected.

4. Effective Date. The Merger will become effective as of the filing of this Certificate.

5. Adoption of Merger by Surviving Limited Liability Company. The Plan of Merger was approved by unanimous written consent of the Member(s) of Brewburgers on September 12, 2012.

6. Adoption of Merger by Merging Corporation. The Plan of Merger was approved by unanimous written consent of the Member(s) of Dear on September 12, 2012.

DEAR ENTERPRISES, LLC, a Florida
limited liability company

By:

Aleda Reilly
ALEDA REILLY

Its: Member

Dated: September 12, 2012.

BREWBURGERS II, LLC, a Florida limited
liability company

By:

Aleda Reilly
ALEDA REILLY

Its: Managing Member

Dated: September 12, 2012.