

L120000064723

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

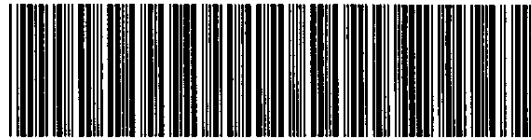
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TALLAHASSEE, FL 32399

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Pizza Revolution of Panama City, 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:

Loralie T Bennett

\_\_\_\_\_  
Contact Person

Pizza Revolution of Panama City, LLC

\_\_\_\_\_  
Firm/Company

4626 Schooner Lane

\_\_\_\_\_  
Address

Lynn Haven, FL 32444

\_\_\_\_\_  
City, State and Zip Code

tl.pizzarevolution@gmail.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Loralie Bennett

at ( 970 ) 903-2566

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code

\_\_\_\_\_  
Daytime Telephone Number

☐ Certified copy (optional) \$30.00

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**FILED**  
**16 DEC 28 AM 11:32**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FL 32301**

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

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, 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>
Pizza Revolution of Lynn Haven, LLC	Florida	Limited Liability Company L12-64735
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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>
Pizza Revolution of Panama City, LLC	Florida	Limited Liability Company L12-64723
_____	_____	_____

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

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TALLAHASSEE, FLORIDA

**FOURTH:** Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

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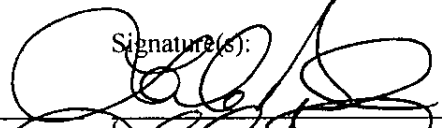
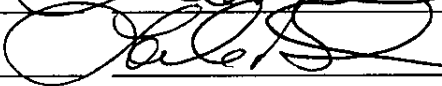
**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed 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:

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**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Pizza Revolution of Lynn Haven, LLC		Loralie T Bennett
Pizza Revolution of Panama City, LLC		Loralie T Bennett
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
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 an authorized person

<b>Fees:</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

**PLAN OF MERGER  
OF  
PIZZA REVOLUTION OF PANAMA CITY, LLC  
AND  
PIZZA REVOLUTION OF LYNN HAVEN, LLC**

This is a plan of merger between PIZZA REVOLUTION OF PANAMA CITY, LLC, a Florida Limited Liability Company, and PIZZA REVOLUTION OF LYNN HAVEN, LLC, a Florida Limited Liability Company.

**ARTICLE I**

**Constituent Business Entities**

The names of each constituent business entity are PIZZA REVOLUTION OF PANAMA CITY, LLC, a Florida Limited Liability Company, and PIZZA REVOLUTION OF LYNN HAVEN, LLC, a Florida Limited Liability Company.

**ARTICLE II**

**Merger**

Pursuant to section 605.1021, Florida Statutes, PIZZA REVOLUTION OF LYNN HAVEN, LLC, shall be merged into PIZZA REVOLUTION OF PANAMA CITY, LLC.

**ARTICLE III**

**Surviving Business Entity**

PIZZA REVOLUTION OF PANAMA CITY, LLC shall be the surviving business entity of the merger.

**ARTICLE IV**

**Articles of Organization and Operating Agreement of Surviving Business Entity**

The articles of organization and operating agreement of PIZZA REVOLUTION OF PANAMA CITY, LLC as in effect immediately prior to the merger shall not be changed by the merger and shall continue to be its articles of organization and operating agreement subsequent to the merger.

**ARTICLE V**

**Managing Members/Managers of Surviving Business Entity**

The managing members/managers of PIZZA REVOLUTION OF PANAMA CITY, LLC immediately prior to the merger shall continue to be the managing members/managers immediately following the merger.

**ARTICLE VI**

**Membership Certificates/Interest(s)**

All membership certificates/interest(s) of PIZZA REVOLUTION OF LYNN HAVEN, LLC shall be surrendered and cancelled. The membership certificates/interest(s) of PIZZA REVOLUTION OF PANAMA CITY, LLC currently issued shall remain unchanged and outstanding.

## ARTICLE VII

### Assets and Liabilities

On the effective date of the merger, the separate existence of PIZZA REVOLUTION OF LYNN HAVEN, LLC shall cease and PIZZA REVOLUTION OF PANAMA CITY, LLC shall, without any further action, possess all of the rights and privileges of both Limited Liability Companies existing immediately preceding the merger. All assets of any nature of PIZZA REVOLUTION OF LYNN HAVEN, LLC shall, without further action, be vested in PIZZA REVOLUTION OF PANAMA CITY, LLC, immediately following the merger. Following the merger, PIZZA REVOLUTION OF PANAMA CITY, LLC, shall be responsible for all liabilities and obligations of PIZZA REVOLUTION OF LYNN HAVEN, LLC. Any claim existing or action or proceeding pending against PIZZA REVOLUTION OF LYNN HAVEN, LLC may be continued as if the merger did not occur or PIZZA REVOLUTION OF PANAMA CITY, LLC may be substituted for PIZZA REVOLUTION OF LYNN HAVEN, LLC in any such proceeding. Neither the rights of creditors of nor any liens upon the property of PIZZA REVOLUTION OF LYNN HAVEN, LLC shall be impaired by the merger.

## ARTICLE VIII

### Effective Date of Merger

The merger shall be effective upon the filing by the Florida Department of State of articles of merger.

## ARTICLE IX

### Abandonment of Plan of Merger

Notwithstanding anything to the contrary herein contained, this plan of merger may be terminated and abandoned by the managing members/managers of PIZZA REVOLUTION OF LYNN HAVEN, LLC or the managing members/managers of PIZZA REVOLUTION OF PANAMA CITY, LLC at any time prior to the filing of articles of merger.

## ARTICLE X

### Signatures for each Limited Liability Company

PIZZA REVOLUTION OF LYNN HAVEN, LLC, a Florida Limited Liability Company

By 

Trey W. Bennett, President/Director/Member

By 

Loralie T. Bennett, Vice-President/Secretary/Treasurer/Director/Member

PIZZA REVOLUTION OF PANAMA CITY, LLC, a Florida Limited Liability Company

By 

Trey W. Bennett, President/Director/Member

By 

Loralie T. Bennett, Vice-President/Secretary/Treasurer/Director/Member