

L120000112818

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16 MAY 20 PM 3:22

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 MAY 20 11 3:22

May 2, 2016

K. ANDREW HALL
KAH-LAW, PC
57 WINDSOR COURT
NEW BRIGHTON, MN 55112

SUBJECT: NAPLES CUSTARD LLC
Ref. Number: L12000112818

We have received your document and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair
Regulatory Specialist II

Letter Number: 516A00009036

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: NAPLES CUSTARD LLC

Name of Surviving Party

Please return all correspondence concerning this matter to:

K. ANDREW HALL

Contact Person

KAH-LAW, PC

Firm/Company

57 WINDSOR COURT

Address

NEW BRIGHTON, MN 55112

City, State and Zip Code

Ahall@kah-law.com

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

For further information concerning this matter, please call:

Andy Hall

at (612) 670-3988

Name of Contact Person

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

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

RECEIVED
DIVISION OF CORPORATIONS
16 MAY 27 PM 3:22

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

STATE OF FLORIDA
DIVISION OF CORPORATE FILINGS
16 MAY 20 PM 3:22

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 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>
East Trail Hospitality, Inc.	Florida	Corporation
Naples Custard LLC	Florida	Limited Liability Company

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>
Naples Custard LLC	Florida	Limited Liability Company

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, 605, 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:

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.

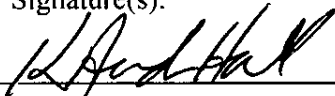
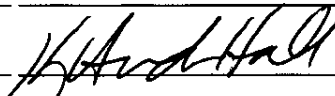
SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Naples Custard LLC		K. Andrew Hall, Authorized Representative
East Trail Hospitality Inc.		K. Andrew Hall, Officer Designee

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 a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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>
Naples Custard LLC	Florida	Limited Liability Company
East Trail Hospitality Inc.	Florida	Corporation

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>
Naples Custard LLC	Florida	Limited Liability Company

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

East Trail Hospitality is merged with and into Naples Custard LLC, with all assets and liabilities related to each being assumed wholly by Naples Custard LLC.

The entities are related parties; this is an internal reorganization.

(Attach additional sheet if necessary)

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 current members of Naples Custard LLC will be issued Class A Membership interests in Naples

Custard LLC in proportion to their current holdings. The current shareholders of East Trail Hospitality Inc.

will be issued Class B Membership interests in proportion to their current shareholdings in East Trail

Hospitality Inc.

Rights between classes and among will be Members will be governed by Naples Custard LLC's Operating Agreement.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the 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:

Rights between classes and among will be Members will be governed by Naples Custard LLC's Operating Agreement.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

Not Applicable.

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Michael J. Busalacchi, Manager

Naples Custard LLC

374 Edgemere Way North

Naples, FL 34105

(Attach additional sheet if necessary)

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

The Members of Naples Custard LLC and the Shareholders of East Trail Hospitality Inc. have approved
this merger in accordance with law and charter as being in the best interests of the entities and necessary
and advisable.

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)