

09/22/2014

Division of Corporations

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**MERGER OR SHARE EXCHANGE**  
**Stoney's Enterprises, LLC**

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## ARTICLES OF MERGER

FILED.

The following Articles of Merger (referred hereafter as the "Articles of Merger") submitted in accordance with Section 605.1025 of the Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the merging party ("Merging Corporation") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Stoney's Enterprises, Inc. 2604 Tamiami Trail North Naples, Florida 34103	Florida	Corporation

Florida Document/Registration Number: 270945  
FEI Number: 59-1031146

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party ("Surviving Limited Liability Company") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Stoney's Enterprises, LLC 2604 Tamiami Trail North Naples, Florida 34103	Florida	Limited Liability Company

Florida Document/Registration Number: L14000143734  
FEIN: 59-1031146



THIRD: The merger was approved by the Surviving Limited Liability Company in accordance with sections 605.1021-605.1026 of the Florida Statutes; 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 section 605.1023(1)(b) of the Florida Statutes.

FOURTH: The Surviving Limited Liability Company exists before the merger and is a domestic filing entity. No amendment to its public organic record is necessary.

FIFTH: The Surviving Limited Liability Company agrees to pay any members with appraisal rights the amount to which members are entitled under sections 605.1006 and 605.1061-605.1072 of the Florida Statutes

SIXTH: The merger shall become effective as of the date at which it was filed with the Florida Department of State, Division of Corporations.

## SEVENTH: SIGNATURES FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature and Name of Officer</u>
Stoney's Enterprises, Inc.	 DARLENE S. LOFGREN, President
Stoney's Enterprises, LLC	 DARLENE S. LOFGREN, Manager

### PLAN OF MERGER

The following Plan of Merger (the "Plan") is being submitted in accordance with Section 605.1022 of the Florida Statutes. In addition the Plan is in accordance with Section 368 of the Internal Revenue Code of 1986, as amended (the "Code").

FIRST: The exact name and jurisdiction of the merging party (the "Merging Corporation") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Stoney's Enterprises, Inc. 2604 Tamiami Trail North Naples, Florida 34103	Florida	Corporation

Florida Document/Registration Number: 270945  
FEI Number: 59-1031146

SECOND: The exact name and jurisdiction of the surviving party ("Surviving Limited Liability Company") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Stoney's Enterprises, LLC 2604 Tamiami Trail North Naples, Florida 34103	Florida	Limited Liability Company

Florida Document/Registration Number: L14000143734  
FEIN: 59-1031146

THIRD: Terms, Conditions and Statements in compliance with Chapter 605 and 607 of the Florida Statutes and Section 368(a)(1)(F) of the Code.

A. The effective date of the merger is to take place on the date the Plan of Merger and the Articles of Merger are first filed with the State of Florida (the "Effective Date").

B. The Merging Corporation and the Surviving Limited Liability Company shall be a single entity known as STONEY'S ENTERPRISES, LLC.

C. The Merging Corporation shall cease to exist following the Effective Date of the merger.

D. The Merging Corporation and the Surviving Limited Liability Company shall be treated the same for federal income tax purposes and therefore the Surviving Limited Liability Company shall use the same tax identification number as the Merging Corporation.

E. The corporate enterprise shall continue uninterrupted and is therefore a mere change of corporate vehicles for federal income tax purposes. In addition, the entire value of the proprietary interest in the Merging Corporation is to be preserved in the reorganization and within the Surviving Limited Liability Company.

F. The purpose of the merger, in part, is to protect the business assets from the owner's creditors and to allow for the continued management structure in that there is a higher protection against the creditors of the owners afforded under state law in a limited liability company structure. As such, the transaction and acts contemplated in this Plan are an ordinary and necessary incident of the conduct of the business.

G. The Surviving Limited Liability Company shall possess all the rights, privileges, powers, causes of action, and interest of the Merging Corporation; and all property, real and personal, and all debts due on whatever account, and every other interest belonging to or due to the Merging Corporation, shall be vested in the Surviving Limited Liability Company without further act or deed.

H. The Surviving Limited Liability Company shall be responsible and liable for all of the debts, liabilities and obligations of the Merging Corporation; and all existing or pending claims, actions or proceedings by or against the Merging Corporation may be prosecuted to judgment as if the merger had not taken place, or the Surviving Limited Liability Company may be substituted in the place of the Merging Corporation, and neither the rights of creditors nor any liens upon the property of the Merging Corporation shall be impaired by the merger.

I. With respect to each entity, the aggregate amount of net assets of the Merging Corporation that was available to support and pay distributions before the merger, shall continue to be available for the payment of distributions by the Surviving Limited Liability Company, except to the extent that all or a portion of those net assets may be transferred to the stated capital of the Surviving Limited Liability Company.

J. The cost or other basis of all property transferred incident to this Plan shall be the cost and basis as held by the Merging Corporation.

#### FOURTH: Conversion of Ownership Interests

The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are intended to comply with Section 368(a)(1)(F) of the Code and specifically is as follows:

A. All of the Shareholders of the Merging Corporation and the Members of the Surviving Limited Liability Company and the outstanding percentage of ownership percentage interests issued are identical. At and after the Effective Date, all of the previously issued and outstanding shares of common stock of the Merging Corporation that were issued and outstanding immediately prior to the Effective Date shall be automatically surrendered and canceled.

B. Upon the surrender and cancellation of the Merging Corporation's outstanding stock certificates, the Surviving Limited Liability Company shall issue membership certificates representing ownership of the Surviving Limited Liability Company to the Member in identical interests as owned prior to the merger/reorganization. No money or distributions or other dispositions shall be received or given under this Plan.

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C. The Merging Corporation and the Surviving Limited Liability Company hereby acknowledge that the transfer of ownership interests are to be treated as if the Surviving Limited Liability Company received the assets and liabilities of the Merging Corporation in exchange for its membership units in a non-recognition event under Section 1032(a) of the Code.

D. In addition, the Merging Corporation and the Surviving Limited Liability Company hereby acknowledge that subsequent to the transfer of assets for the ownership interests in the Surviving Limited Liability Company the Merging Corporation shall thereafter issue the membership units of the Surviving Limited Liability Company to its Shareholders in exchange for the Shareholder's stock certificates in the Merging Corporation in a non-recognition event under Section 354(a)(1) of the Code.

FIFTH: The name and mailing address of the manager of the Surviving Limited Liability Company is as follows:

DARLENE S. LOFGREN  
465 Bayfront Place  
Naples, Florida 34102

SIXTH: SIGNATURE(S) FOR EACH PARTY:

Under penalties of perjury, we declare that we consent to the above Plan of Merger of the Merging Corporation and Surviving Limited Liability Company and that we have examined this Plan, and to the best of our knowledge and belief, it is true, correct, and complete. As an Officer of the Merging Corporation and Managers of the Surviving Limited Liability Company, we further declare that we are authorized to execute this Plan and statement on its behalf.

Name of Entity

Signature and Name of Officer

Stoney's Enterprises, Inc.

  
DARLENE S. LOFGREN, President

Stoney's Enterprises, LLC

  
DARLENE S. LOFGREN, Manager