

L14000 126 320

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

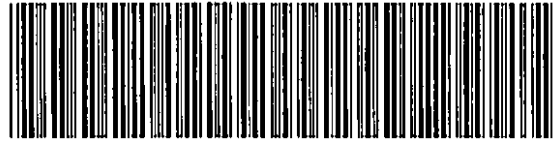
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FILED

19 APR -4 AM 10:21

FALLABUSH, FLORIDA

APR 05 2019

S. YOUNG



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 22, 2019

JOSEPHINE BARBER  
KARMA JUICE BAR, LLC  
209 1ST STREET NE  
ST PETERSBURG, FL 33701

SUBJECT: KARMA JUICE BAR, LLC  
Ref. Number: L14000186320

We have received your document for KARMA JUICE BAR, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Shelia H Young  
Regulatory Specialist II

Letter Number: 719A00005700

RECEIVED

2019 APR -4 AM 11:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

[www.sunbiz.org](http://www.sunbiz.org)

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

*REISCHMANN & REISCHMANN, P.A.*

ATTORNEYS AT LAW

1101 PASADENA AVENUE SOUTH, SUITE 1  
SOUTH PASADENA, FLORIDA 33707

WILLIAM E. REISCHMANN, SR.  
*Retired*

TELEPHONE: (727) 345-0085  
FACSIMILE: (727) 344-3660

CHARLES F. REISCHMANN  
Licensed in Florida as a  
Certified Public Accountant

April 1, 2019

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

RE: KARMA JUICE BAR, LLC

Dear Sir or Madam:

Pursuant to your letter of March 22, 2019, the Annual Reports for both entities involved in the merger of the two LLCs have now been filed.

Therefore, enclosed are the documents returned to us until that was accomplished. We requested that they now be filed and the merger be completed.

Thank you for your attention to this matter.

Sincerely,

REISCHMANN & REISCHMANN, P. A.



Dana L. Eicher, FRP  
Paralegal to Charles F. Reischmann

CFR/dle

Enclosures

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** KARMA JUICE BAR, 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:

JOSEPHINE BARBER

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

KARMA JUICE BAR, LLC

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

209 1ST ST NE

\_\_\_\_\_  
Address

ST PETERSBURG, FL 33701

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

KARMAJOSIE@GMAIL.COM

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

For further information concerning this matter, please call:

CHARLES F. REISCHMANN, ESQ.

at ( 727 ) 345-0085

\_\_\_\_\_  
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

CR2E080 (2/14)

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>
KARMA JUICE BAR, LLC	FLORIDA LLC	SURVIVING LLC
KARMA KITCHEN, LLC	FLORIDA LLC	MERGING LLC

**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>
KARMA JUICE BAR, LLC	FLORIDA LLC	SURVIVING LLC

**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).

FILED  
19 APR - 6 34 PM '21  
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 limited 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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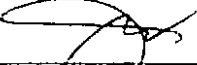

**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**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:

EFFECTIVE DATE IS DATE OF FILING

**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:
KARMA JUICE BAR, LLC		JOSEPHINE BARBER
KARMA KITCHEN, LLC		JOSEPHINE BARBER

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

**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>
KARMA KITCHEN, LLC	FLORIDA LLC	LLC

**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>
KARMA JUICE BAR, LLC	FLORIDA LLC	LLC

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

The two entities have a single individual owner. The books of the two LLCs were combined in October

2018. No funds were exchanged in this merger

*(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 assets of KARMA KITCHEN, LLC were added to the assets of KARMA JUICE BAR, LLC

without consideration by the common owner.

*(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:

No such rights exist.

*(Attach additional sheet if necessary)*



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

N/A

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*(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:

Josephine Barber, Sole Member, 209 1st Street NE, St. Petersburg, FL 33701

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*(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:

All members of both entities hereby waive the requirement for notice of meeting in accordance with the  
rules of the respective entities.

All members of each entity hereby consent to the merger and all of its terms.

The sole member of the surviving entity assumes interest holder liability for debts, obligations, and other  
liabilities that arise after the merger becomes effective.

*(Attach additional sheet if necessary)*

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

*(Attach additional sheet if necessary)*