

# L 150000/2872

Kim T. Clocz 800-432-6622

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Florida Department of State  
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**MERGER OR SHARE EXCHANGE  
ADUSA FLORIDA, LLC**

\*\*\*\*\*FILE FIRST\*\*\*\*\*

\*\*\*\*\*FILE FIRST\*\*\*\*\*

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\*\*\*\*\*PLEASE FILE THIS MERGER FIRST. MUST BE FILED BEFORE THE MERGER FOR ADUSA FLORIDA, LLC MERGING INTO ADOLFO DOMINGUEZ USA, INC.\*\*\*\*\*

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Merger

7-12-18

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**ARTICLES OF MERGER**

The following articles of merger (the "Articles of Merger") are being submitted in accordance with the Florida Revised Limited Liability Company Act, pursuant to section 605.1022 and 605.1025, Florida Statutes.

**FIRST: THE SURVIVING PARTY**

The exact name, jurisdiction, and entity type of the surviving company (the "Surviving Company") are as follows:

| <u>Name</u>   | <u>Jurisdiction</u> | <u>Entity Type</u> |
|---|---------------------|--------------------|
| ADUSA FLORIDA, LLC<br>Florida Document Registration Number:<br>L15000012872 | Florida             | LLC ✓              |

**SECOND: THE MERGING PARTIES**

The exact name, jurisdiction, and entity type for each merging company (collectively, the "Merging Companies") are as follows:

| <u>Name</u>  | <u>Jurisdiction</u> | <u>Entity Type</u> |
|--|---------------------|--------------------|
| ADUSA MERRICK PARK, LLC<br>Florida Document Registration Number:<br>L15000020668 | Florida             | LLC ✓              |
| ADUSA Miami, LLC<br>Florida Document Registration Number:<br>L14000140829        | Florida             | LLC ✓              |
| ADUSA Boca Raton, LLC<br>Florida Document Registration Number:<br>L160000042405  | Florida             | LLC ✓              |

**THIRD:** The Plan of Merger is attached hereto.

**FOURTH:** The merger shall become effective on the date and at the time that the Articles of Merger are filed with the Florida Department of State. At the effective time of the merger, each of the Merging Companies shall be merged with and into the Surviving Company.

**FIFTH:** In accordance with Section 605 of the Florida Statutes, the attached Plan of Merger was approved and adopted by the sole member and all of the managers of the Merging Companies on July 11, 2018.

**SIXTH:** In accordance with Section 605 of the Florida Statutes, the attached Plan of Merger was approved and adopted by the sole member and all of the managers of the Surviving Company on July 11, 2018.


**SEVENTH:** The Surviving Company agrees to pay any members with appraisal rights the amount, to which members are entitled under Section 605 of the Florida Statutes.

*(Signatures on following page)*

IN WITNESS WHEREOF, the duly authorized signatory of the Surviving Company and the Merging Companies have executed these Articles of Merger as of the date first written above.


**SURVIVING COMPANY:**

**ADUSA Florida, LLC, a Florida limited liability company**


By:   
Name: Modesto Lusquinos Garcia  
Title: Manager

**MERGING COMPANY:**


**ADUSA Merrick Park, LLC, a Florida limited liability company**

By:   
Name: Modesto Lusquinos Garcia  
Title: Manager

**ADUSA Miami, LLC, a Florida limited liability company**

By:   
Name: Modesto Lusquinos Garcia  
Title: Manager

**ADUSA Boca Raton, LLC, a Florida limited liability company**

By:   
Name: Modesto Lusquinos Garcia  
Title: Manager

### PLAN OF MERGER

This Plan of Merger (the "Plan") has been adopted and approved on the 11th day of July, 2018, by the parties hereto. It relates to the proposed merger (the "Merger") of Merging Companies (defined below), with and into Surviving Company.

**FIRST:** The exact name and jurisdiction of the surviving company (the "Surviving Company") are as follows:

| <u>Name</u>        | <u>Jurisdiction</u> |
|--------------------|---------------------|
| ADUSA FLORIDA, LLC | Florida             |

**SECOND:** The exact name and jurisdiction of the merging companies (the "Merging Companies") are as follows:

| <u>Name</u>             | <u>Jurisdiction</u> |
|-------------------------|---------------------|
| ADUSA MERRICK PARK, LLC | Florida             |
| ADUSA MIAMI, LLC        | Florida             |
| ADUSA BOCA RATON, LLC   | Florida             |

### **THIRD: THE MERGER**

1. Merger. Upon the filing of Articles of Merger with the Florida Department of State (the "Department"), the Merger shall become effective (the "Effective Time"). At the Effective Time of the Merger, the corporate existence of the Merging Companies shall cease, and the Merging Companies shall be merged with and into the Surviving Company in accordance with the provisions of the Florida Revised Limited Liability Company Act ("FRLCA"). Following the Effective Time of the Merger: (i) the Surviving Company shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Merging Companies, (ii) title to all property, whether real, personal, or mixed, tangible or intangible, of the Merging Companies shall vest in the Surviving Company; (iii) all and every other property and interest of the Merging Companies shall be the property and interest of the Surviving Company to the same extent of the Merging Companies, and (iv) all debts, liabilities, duties, and obligations of the Merging Companies shall be the debts, liabilities, duties and obligations of the Surviving Company and such debts, liabilities, duties, and obligations may be enforced against the Surviving Company to the same extent as if said debts, liabilities, and obligations had been incurred or contracted by the Surviving Company.

2. Articles of Organization. After the Effective Time, the Articles of Organization of the Surviving Company, as in effect immediately prior to the Effective Time, shall remain the Articles of Organization of the Surviving Company, until thereafter amended.

3. Operating Agreement. At the Effective Time, the Operating Agreement of the Surviving Company, as in effect immediately prior to the Effective Time, shall remain the Operating Agreement of the Surviving Company, until thereafter altered, amended or repealed.

4. Managers. At the Effective Time, the Managers of the Surviving Company as of the time immediately prior to the Effective Time, shall remain the Managers of the Surviving Company, until their earlier death, resignation or removal.

5. Manner and Basis of Converting Equity Securities.

(i) At the Effective Time, the outstanding equity securities of the Merging Companies and the Surviving Company shall be converted as follows:

(a) All of the membership interests of the Merging Companies that are issued and outstanding immediately prior to the Effective Time shall cease to be outstanding and shall be automatically cancelled and retired and shall cease to exist, and no membership interest of the Surviving Company or other property will be issued in exchange therefor.

(b) All membership interests of the Surviving Company issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding from and after the Effective Time.

**FOURTH: APPROVAL**

The Merger contemplated by this Plan has been adopted and approved by the sole Member and all of the managers of each of the Merging Companies and by the sole member and all of the managers of the Surviving Company, by written consent dated July 11, 2018.

**FIFTH: GOVERNING LAW**

This Plan shall be construed in accordance with Florida law.

*(Signatures on following page)*

IN WITNESS WHEREOF, the parties have executed and delivered this Plan of Merger as of the date and year first above written.

**SURVIVING COMPANY:**

**ADUSA Florida, LLC, a Florida limited liability company**

By: 

Name: Modesto Lusquinos Garcia

Title: Manager

**MERGING COMPANIES:**

**ADUSA Merrick Park, LLC, a Florida limited liability company**

By: 

Name: Modesto Lusquinos Garcia

Title: Manager

**ADUSA Miami, LLC, a Florida limited liability company**

By: 

Name: Modesto Lusquinos Garcia

Title: Manager

**ADUSA Boca Raton, LLC, a Florida limited liability company**

By: 

Name: Modesto Lusquinos Garcia

Title: Manager