

Division of Corporations

Page 1 of 1

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**Florida Department of State
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**MERGER OR SHARE EXCHANGE
LE MACARON CONFECTIONARY, LLC**

Certificate of Status	0
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Merge
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**ARTICLES OF MERGER OF
LE MACARON FRENCH PASTRIES CONFECTIONERY LLC,
INTO
LE MACARON CONFECTIONARY, LLC**

FILED
15 FEB 12 PM 1:43
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida limited liability companies in accordance with Section 605.1025, Florida Statutes. **LE MACARON CONFECTIONARY, LLC**, a Florida limited liability company ("Macaron Confectionary"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of **LE MACARON FRENCH PASTRIES CONFECTIONERY LLC**, a Florida limited liability company ("Pastries Confectionery"), with and into Macaron Confectionary. Macaron Confectionary shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A" (the "Plan of Merger").

2. The Plan of Merger was approved by the Member of Pastries Confectionery in accordance with Section 605.1023, Florida Statutes.

3. The Plan of Merger was approved by the Member of Macaron Confectionary in accordance with Section 605.1023, Florida Statutes.

4. Macaron Confectionary agrees to pay any members with appraisal rights the amount, to which members are entitled under Sections 605.1006 and 605.1061-605.1072, Florida Statutes.

5. The effective date of the merger is the date these Articles of Merger are filed with the Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed on February 12, 2015.

**LE MACARON FRENCH PASTRIES
CONFECTIONERY LLC,**
a Florida limited liability company

By: Lemac Partem Holding, LLC,
a Florida limited liability company
As its Managing Member

By: _____
Rosalia Guillem
As its Manager

LE MACARON CONFECTIONARY, LLC,
a Florida limited liability company

By: _____
Rosalia Guillem
As Its Manager

H15000037312 3

H15000037312 3

STATE OF FLORIDA
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 12th day of February 2015, by Rosalia Guillem, as Manager of Lemac Partern Holding, LLC, a Florida limited liability company, the Managing Member of Le Macaron French Pastries Confectionery LLC, a Florida limited liability company on behalf of the company. The above-named person is personally known to me or has produced FL Drivers License as identification. If no type of identification is indicated, the above-named person is personally known to me.



Signature of Notary Public


(Notary Seal)

_____
Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires on _____.

STATE OF FLORIDA
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 12th day of February 2015, by Rosalia Guillem, as Manager of Le Macaron Confectionery, LLC, a Florida limited liability company on behalf of the company. The above-named person is personally known to me or has produced FL Drivers License as identification. If no type of identification is indicated, the above-named person is personally known to me.



Signature of Notary Public

(Notary Seal)

_____
Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires on _____.

H15000037312 3

H15000037312 3

EXHIBIT A
PLAN OF MERGER
OF
LE MACARON FRENCH PASTRIES CONFECTIONERY LLC,
WITH AND INTO
LE MACARON CONFECTIONARY, LLC

LE MACARON FRENCH PASTRIES CONFECTIONERY LLC, a Florida member-managed limited liability company, and **LE MACARON CONFECTIONARY, LLC**, a Florida manager-managed limited liability company, hereby adopt and approve the following plan as the Plan of Merger required by Section 605.1022, Florida Statutes. The terms of the Plan of Merger are as follows:

1. The names of the business entities planning to merge are **LE MACARON FRENCH PASTRIES CONFECTIONERY LLC**, a Florida member-managed limited liability company ("Pastries Confectionery"), and **LE MACARON CONFECTIONARY, LLC**, a Florida manager-managed limited liability company ("Macaron Confectionery"). As a result of the merger, Pastries Confectionery shall be merged with and into Macaron Confectionery. Macaron Confectionery shall be the surviving business entity.

2. The merger shall be effective on the date the Articles of Merger are filed with the Department of State (the "Effective Date").

3. As a result of the merger, the membership interest in Pastries Confectionery shall be cancelled. No change shall occur in the membership interest of Macaron Confectionery.

4. The name and address of the Managing Member for Pastries Confectionery is Lemac Partners Holding, LLC, a Florida limited liability company, 2300 Bee Ridge Road, Suite 401, Sarasota, Florida 34239.

5. The name and address of the Manager for Macaron Confectionery is Rosalia Guillem, 2300 Bee Ridge Road, Suite 401, Sarasota, Florida 34239.

6. This Plan of Merger shall be submitted to the Member and the Managing Member of Pastries Confectionery for approval. This Plan of Merger shall be submitted to the Member and the Manager of Macaron Confectionery for approval.

7. The Member of Macaron Confectionery having a membership interest in Macaron Confectionery prior to the Effective Date will hold the same membership interest, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

8. The Member and the Managing Member of Pastries Confectionery and the Member and the Manager of Macaron Confectionery are hereby authorized to amend this Plan of Merger at any time prior to the filing of the Articles of Merger, to the extent permitted by law.

9. There are no other terms or conditions to the merger.

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