

L15000032280

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

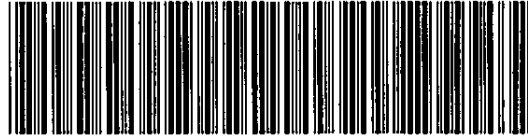
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900271705979

04/21/15--01004--021 **237.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
15 APR 21 PM 4:02

EFFECTIVE DATE
5-1-2015

CL
4-27-15

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Chocolate Chip Holdings, 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:

Donald R. Tescher, Esq.

Contact Person

Tescher & Associates, P.A.

Firm/Company

925 S. Federal Highway, Suite 500

Address

Boca Raton, FL 33432

City, State and Zip Code

dtescher@tescherlaw.com

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

For further information concerning this matter, please call:

Donald R. Tescher

at (561) 997-7008

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

**Articles of Merger
For
Florida Limited Liability Company**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

15 APR 21 PM 4:02

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>
Chocolate Chip Holdings, LLC	Nevada	Limited Liability Company
Chocolate Chip Holdings, 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>
L15000032280 Chocolate Chip Holdings, LLC	Florida	Limited Liability Company

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).

EFFECTIVE DATE
5-1-2015

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 605.0117 and Chapter 48, Florida Statutes is:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
15 APR 21 PM 4:02

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:

May 1, 2015

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Chocolate Chip Holdings, LLC (NV)		Ruth Latterner, Manager
Chocolate Chip Holdings, LLC (FL)		Ruth Latterner, Manager

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

Fees:	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	Certified Copy (optional):	\$30.00

EXHIBIT "A"

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

15 APR 21 PM 4:02

PLAN OF MERGER

This Plan of Merger is made and entered by and between the following Companies (hereinafter collectively referred to as the "Constituent Companies"):

Chocolate Chip Holdings, LLC, a Florida limited liability company (the "Surviving Company");
and

Chocolate Chip Holdings, LLC, a Nevada limited liability company (the "Merged Company").

BACKGROUND

The Members of the Constituent Companies have established that it is advisable for the general welfare and advantage of the Constituent Companies that they merge into a single company which shall not be a new company, but shall be the Surviving Company, whose existence as a company under the laws of the State of Florida shall not be affected in any manner by reason of the merger.

NOW, THEREFORE, the terms and conditions of said merger are as follows:

1. This Merger shall become effective on May 1, 2015, at 12:00 A.M. with the Secretary of the State of Nevada and the Division of Corporations of the Florida Department of State (the "Effective Date").
2. The names of the Companies that are parties to the Merger are as follows:
 - (a) Chocolate Chip Holdings, LLC, a Florida limited liability company
 - (b) Chocolate Chip Holdings, LLC, a Nevada limited liability company
3. The surviving company shall be Chocolate Chip Holdings, LLC, a Florida limited liability company.
4. To become effective, this Plan shall be approved by the Manager of Chocolate Chip Holdings, LLC (Florida), and the Manager of Chocolate Chip Holdings, LLC (Nevada).
5. The Certificate of the Surviving Company in effect at the time the Merger becomes effective shall be and remain the Certificate of the Surviving Company until the same is altered, amended, or repealed.
6. The Merger will not effect any change in the Operating Agreement of the Surviving Company.

8. The Manager of the Surviving Company on the Effective Date shall be and remain the Manager of the Surviving Company.

10. Subject to the Articles of Merger and in accordance with Section 605.1025 of the Florida Statutes and Section 92A.190 of the NRS, the separate existence of the Merged Company on the Effective Date shall cease and the Surviving Company shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a company organized under the laws of the State of Florida.

11. Upon the Merger becoming effective, the Surviving Company shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Companies; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choices in actions, and all and every other interest of or belonging to, or due to each of the Constituent Companies, shall be taken and deemed to be transferred to and vested in the Surviving Company without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Companies shall not revert or be in any way impaired by reason of this Merger.

12. The Surviving Company shall, after the effective date of the Merger, henceforth be responsible and liable for all the liabilities and obligations of the Merged Company; and, any claim existing or action or proceeding pending by or against the Merged Company may be prosecuted as if this Merger had not taken place, or the Surviving Company may be substituted in the place of the Merged Company. Neither the rights of creditors nor any liens upon the property of any of the Constituent Companies shall be impaired by this Merger.

13. On the Effective Date, each limited liability company membership interest in Chocolate Chip Holdings, LLC (Nevada) shall by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive an equivalent limited liability company membership interest in Chocolate Chip Holdings, LLC (Florida).

Chocolate Chip Holdings, LLC,
a Nevada limited liability company

By: 
RUTH LATTERNER, Manager

Chocolate Chip Holdings, LLC,
a Florida limited liability company

By: 
RUTH LATTERNER, Manager

15 APR 21 PM 4: 02

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS