

L15000143120

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

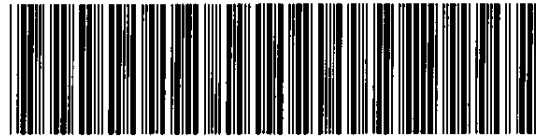
(Business Entity Name)

(Document Number)

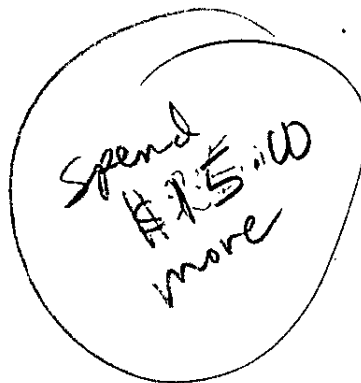
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700293442597



16 DEC 22 PM 3:53  
RECEIVED  
SUFFICIENCY OF FILING

DEC 23 2016

D CONNELL

16 DEC 22 PM 2:06  
RECEIVED  
SUFFICIENCY OF FILING

LLC

Merger

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 434738 82305A

AUTHORIZATION :

COST LIMIT : \$ 50.00

ORDER DATE : December 22, 2016

ORDER TIME : 12:34 PM

ORDER NO. : 434738-005

CUSTOMER NO: 82305A

ARTICLES OF MERGER

GRAND HAVANA LLC

INTO

GRAND HAVANA MASTER LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender

EXAMINER'S INITIALS: \_\_\_\_\_

**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>
Grand Havana LLC	Florida	limited liability company
_____	_____	_____
_____	_____	_____
_____	_____	_____

L15-58506

**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>
Grand Havana Master LLC	Florida	limited liability company
_____	_____	_____

L15-143120

**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).

RECEIVED  
12 DEC 22 PM 3:53  
CLERK OF COURT  
CLERK OF COURT  
CLERK OF COURT

**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 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:

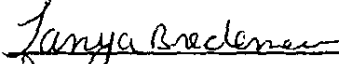
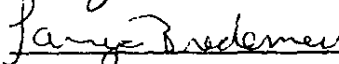
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**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:

**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:
GRAND HAVANA LLC		TANYA BREDMEIER
GRAND HAVANA MASTER LLC		TANYA BREDMEIDER
_____	_____	_____
_____	_____	_____

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><u>Fees:</u></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**

**This Plan of Merger** made and entered into this 19 day of December, 2016, by and between the following entities (hereafter referred to as "Constituent Entities");

GRAND HAVANA LLC, a Florida limited liability company, whose address is 407 Lincoln Road, Suite 2A, Miami Beach, FL 33139, (hereafter sometimes referred to as the "Merged Entity");  
and

GRAND HAVANA MASTER LLC, a Florida limited liability company, whose address is 407 Lincoln Road, Suite 2A, Miami Beach, FL 33139 (hereafter sometimes referred to as the "Merged Entity") and GRAND HAVANA MASTER LLC, a Florida limited liability company (hereafter sometimes referred to as the "Surviving Company");

### **BACKGROUND**

- A. The Surviving Company is a Florida limited liability company organized and existing under the laws of the State of Florida having its Articles of Organization filed with the Secretary of State of the State of Florida and being effective on the 20<sup>TH</sup> day of August, 2015 having the following Members:

<u>MEMBERS</u>	<u>MEMBERSHIP INTEREST</u>
Tanya Bredemeier	12%
Robert Taicher	38.5%
Steven Polisar	38.5%
Shultz Hartgrove III	10%
Steven Polisar as Trustee	1%

- B. The Merged Entities Are Grand Havana LLC, a Florida Limited Liability Company, Organized and Existing under the Laws of the State of Florida Having its Articles of Incorporation Filed and Effective on the 2<sup>nd</sup> Day of April, 2015, and its Shareholders Being

*JB*

as Follows:

<u>Member</u>	<u>Membership Percentage</u>
Tanya Bredemeier	12%
Robert Taicher	38.5%
Steven Polisar	38.5%
Shultz Hartgrove III	10%
Steven Polisar as Trustee	1%

- C. Grand Havana Master LLC, a Florida Limited Liability Company Organized and Existing under the Laws of the State of Florida Having its Articles of Organization Filed and Effective on the 20<sup>th</sup> Day of August, 2015 and Having its Membership as Follows:

<u>Members</u>	<u>Membership Percentage</u>
Tanya Bredemeier	12%
Robert Taicher	38.5%
Steven Polisar	38.5%
Shultz Hartgrove III	10%
Steven Polisar as Trustee	1%

- D. The Members of the Surviving Company and the Members of the Merged Entities Have by Resolution Established That it Is Advisable for the General Welfare and Advantage of the Constituent Entities That They Merge into a Single Company Which Shall Not Be a New Company, but Shall Be the Surviving Company, Whose Corporate Existence as a Company under the Laws of the State of Florida Shall Not Be Affected in Any Manner by Reason of the Merger. The Members of the Surviving Company and the Members of the Merged Entitles Have Unanimously Approved the Merger.

**Now, Therefore,** in Consideration of the Premises and Mutual Covenants, Agreements, Provisions, Promises and Grants Hereby Contained, the Members of the Surviving Entity in

Accordance with the Provisions of Florida Limited Liability Company Act and the Members of the Merged Entities in Accordance with the Provisions of the Florida Limited Liability Company Act, Hereby Execute this Plan of Merger for the Purpose of Complying with Said Act.

1. This Merger Shall Become Effective upon the Filing of this Plan of Merger with the Secretary of the State of Florida.
2. The Names of the Entities That Are Parties to the Merger Are as Follows:
  - (A) Grand Havana LLC;
  - (B) Grand Havana Master LLC
3. The Surviving Entity Shall Be Grand Havana Master LLC
4. The Undersigned Hereby Certify That this Plan of Merger Was Unanimously Adopted and Resolutions of the Members of the Surviving the Members of the Merged Entities on the 19<sup>th</sup> Day of December, 2016, and Was Unanimously Approved by the All of the Members of the Surviving Company and All of the Members of the Merged Entities on the Same Date. With Respect to Each of the Constituent Entities, Only One Voting Group Was Entitled to Vote for Each Merged Entity and the Number of Votes Cast in Favor of this Plan Was Sufficient for Approval by Each Voting Group.
5. The Manner of Converting or Otherwise Dealing with the Equity Interests of the Constituent Entities upon the Merger Becoming Effective Shall Be That All of the Interest of the Merged Entities Shall Be Deemed Cancelled and the Following Membership Interest of the Surviving Entity Shall Be Issued to Members of the Merged Entities:

Members

Membership Percentage

Tanya Bredemeier

25%

Robert Taicher	20%
Steven Polisar	30%
Shultz Hartgrove III	1%
Robert Rico	10%
Jorge Moreno	10%
Luis Bustello	3%
Charles Rosenberg	0.25%
Norman Brooks	0.25%
James Teper	0.25%
Max Polisar	0.25%

The balance of the Membership interest shall be held in the Company's Treasury.

6. The Operating Agreement of the Surviving Company in Effect at the Time the Merger Becomes Effective Shall Be and Remain the Operating Agreement of the Surviving Company until the Same Is Altered, Amended, or Repelled.
7. The Merger Will Not Affect Any Change in the Articles of Organization of the Surviving Company.
8. The Manager of the Surviving Company Shall Be as Follows:

<u>Name</u>	<u>Address</u>
Tanya Bredemeier	407 Lincoln Road Suite 2a Miami Beach, FL 33139

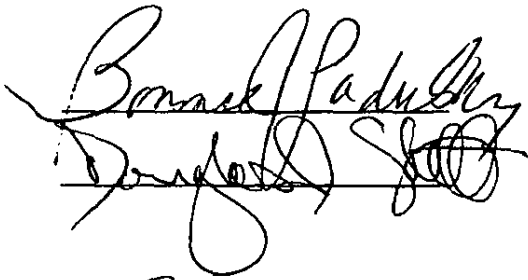
9. The Members, as the Case May Be of the Constituent Entities Dissenting from the Merger, If Any, Are Entitled If They Qualify and Otherwise Comply with the Provisions of Florida Statute Chapter 605, as Applicable, to Be Paid the Fair Value of Their Membership Interest.
10. On the Effective Date as Provided by the Laws of the State of Florida, Separate Existence of the Merged Entities Shall Cease and the Surviving Company Shall Possess All the Rights, Privileges, Immunities, Powers and Franchises of a Public as Well as a Private Nature of The Merged Entities; and All Property, Real, Personal, and Mixed, and All Debts Due on



Whatever Account, Including Subscriptions to Shares, and All Other Causes in Action, and All and Every Other Interest of or Belonging To, or Due to Each of the Constituent Entities Shall Be Taken and Deemed to Be Transferred to and Vested in the Surviving Company Without Further Act or Deed Accept as to Real Property.

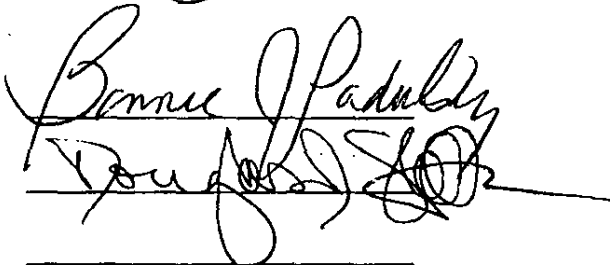
11. The Surviving Company Shall, after the Effective Date of the Merger, Hence Forth Be Responsible and Liable for All the Liabilities and Obligations of the Merged Entities; and Any Claim Existing or Action or Proceeding Pending by or Against the Merged Entities May Be Prosecuted as If this Merger Had Not Taken Place or the Surviving Company May Be Substituted in the Place of the Merged Entities. Neither the Rights of Creditors Nor Any Liens upon the Property of Any of the Constituent Entities Shall Be Impaired by this Merger.

In Witness Whereof this Plan of Merger Has Been Executed and Acknowledged by the Members of the Surviving Company and by the Members of the Merged Entities.

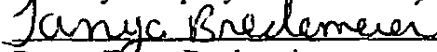


Grand Havana LLC

  
By: Tanya Bredemeier, Manager



Grand Havana Master LLC, a Florida Limited Liability Company

  
By: Tanya Bredemeier  
Member

THIS DOCUMENT WAS PREPARED BY:  
DOUGLAS D. STRATTON, ESQ.  
407 LINCOLN ROAD, SUITE 2A  
MIAMI BEACH, FLORIDA 33139