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(City/State/Zip/Phone #)

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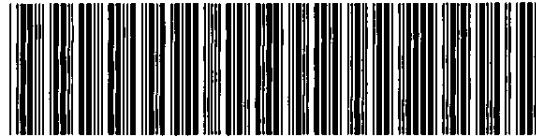
(Business Entity Name)

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2016 DEC 29 A 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/23/16--01019--006 \*\*80.00

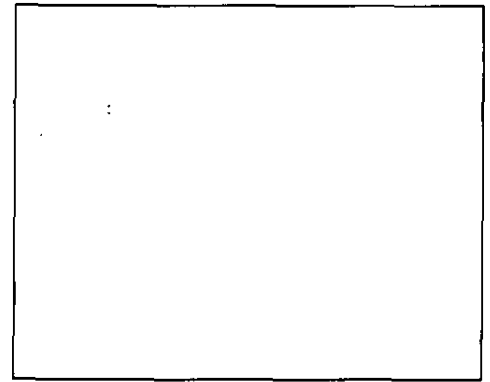
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PHONE (850)364-8000



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ENTITY NAME:

EAM HOLDINGS, LLC

CH# 7483 FOR \$80.00

PLEASE FILE THE ATTACHED MERGER & RETURN THE FOLLOWING:

XXX CERTIFIED COPY

\_\_\_ STAMPED COPY

\_\_\_ CERTIFICATE OF STATUS

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 27, 2016

FLORIDA RESEARCH & FLING SERVICES, INC.

SUBJECT: EAM HOLDINGS, LLC  
Ref. Number: L16000094980

We have received your document for EAM HOLDINGS, LLC and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

On the AGREEMENT AND PLAN OF MERGER the day of the month is not included.

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.

Tracy L Lemieux  
Regulatory Specialist II

Letter Number: 116A00027467

\* RE-SUBMITTING  
w/ CORRECTIONS  
PLEASE RETAIN ORIGINAL  
SUBMISSION DATE 12/23/16

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## ARTICLES OF MERGER

**FILED**

The following articles of merger are being submitted in accordance with section 605.1025 Florida Statutes.

2016 DEC 23 A 10:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIRST:** The exact name, jurisdiction of formation, and entity type of the merging entity is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
MERCHANDIZE LIQUIDATORS, LLC	Florida	Limited Liability Company

Florida Document Number: L05000089652

**SECOND:** The exact name, jurisdiction of formation, and entity type of the surviving entity is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
EAM HOLDINGS, LLC	Florida	Limited Liability Company

Florida Document Number: L16000094980

**THIRD:** The Merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026 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) and whose approval is required.

**FOURTH:** The surviving entity exists before the merger and is a domestic filing entity, the amendment, if any, to its public organic record is attached.

**FIFTH:** The surviving entity has agreed 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:** The effective date of the merger shall be the same as the date of filing of the Articles of Merger.

NAME OF ENTITY:

SIGNATURES:

PRINTED NAME OF INDIVIDUAL

MERCHANDIZE LIQUIDATORS, LLC

  
Manager

Edgar Martinez

EAM HOLDINGS, LLC

  
Manager

Edgar Martinez

## **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is entered into between EAM HOLDINGS, LLC, a Florida limited liability company (the "Parent") and MERCHANDIZE LIQUIDATORS, LLC, a Florida limited liability company (the "Subsidiary") as of December 23, 2016. The following plan of merger was adopted and approved by each party to the merger in accordance with sections 605.1021-605.1026, Florida Statutes, of the Florida Revised Limited Liability Company Act, and successor provisions (the "Act").

In consideration of the mutual promises and covenants contained in this Agreement, the parties agree as follows:

**FIRST:**      Subsidiary. The exact name and jurisdiction of the **merging** party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
MERCHANDIZE LIQUIDATORS, LLC, a Florida Limited Liability Company 7815 West 20 <sup>th</sup> Avenue Hialeah, FL 33014	Florida

**SECOND:**      Parent. The exact name and jurisdiction of the **surviving** party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
EAM HOLDINGS, LLC, a Florida Limited Liability Company 8350 SW 37 <sup>th</sup> Street Miami, FL 33155	Florida

**THIRD:**      Surviving Company. Upon the time of filing (the "Effective Time"), of Articles of Merger with the Secretary of State of the State of Florida:

- (a) the Subsidiary will be merged with and into the Parent (the "Merger") in accordance with the Act;
- (b) the Parent shall be the surviving company of the Merger (hereinafter sometimes called the "Surviving Company"),
- (c) the identity, existence, rights, privileges, powers, franchises, properties, and assets of the Parent shall continue unaffected and unimpaired by the Merger and shall be vested in the Surviving Company,
- (d) the identity and separate existence of the Subsidiary shall cease, and all of the rights, privileges, powers, franchises, properties, and assets of the Subsidiary shall be vested in the Surviving Company

**FOURTH:**      Operating Agreement, Members, Manager and Officers. From and after the Effective Time until amended as provided by law, the Operating Agreement of the Parent shall be

the Operating Agreement of the Surviving Company, and the manager and any officers of the Parent in office immediately prior to the Effective Time shall become the managers and officers of the Surviving Company as of the Effective Time.

**FIFTH:**     Membership Interest Conversion. At the Effective Time, each membership interest in the Subsidiary outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any additional action on the part of the Subsidiary or the Parent, be cancelled; and all of the membership interests in the Parent outstanding prior to the Merger shall remain outstanding membership interests in the Surviving Company following the Merger. At the Effective Time, any rights to acquire membership interests of the Subsidiary or the Parent shall, by virtue of the Merger and without any action on the part of the holders of membership interests thereof, cease to be outstanding and shall be cancelled without consideration.

**SIXTH:**     Condition to the Merger. The Merger has been duly authorized by both the Parent and the Subsidiary prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida effecting the Merger.

**SEVENTH:**   Filing with the Florida Department of State and Effective Time. The Parent and the Subsidiary shall cause their respective Authorized Representatives to execute Articles of Merger in the form attached hereto. Thereupon, such Articles of Merger shall be delivered for filing by the Company to the Florida Department of State. The Merger shall become effective when the Articles of Merger are filed with the Florida Department of State.

**EIGHTH:**     Amendment and Waiver. Any of the terms or conditions of this Agreement may be waived, amended or modified at any time by the Parent or the Subsidiary, by an agreement in writing between the parties, or at any time thereafter as long as such change is in accordance with Section 605.1024 of the Act.

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement and Plan of Merger as of the date first written above.

**PARENT:**

EAM HOLDINGS, LLC

By: \_\_\_\_\_

Name: Edgar Martinez

Title: Manager

**SUBSIDIARY:**

MERCHANDIZE LIQUIDATORS, LLC

By: \_\_\_\_\_

Name: Edgar Martinez

Title: Manager