

Florida Department of State
Division of Corporations
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Merger
R. WHITE
JAN 02 2018

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : COMITER & SINGER, LLP
Account Number : I20000000085
Phone : (561) 626-4742
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MERGER OR SHARE EXCHANGE
Rocco's Taco Holding, LLC

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$183.76

205.00

Articles of Merger
For
Florida Limited Liability Company

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DEC 29 AM 10:14
SEAL: [illegible]
TALLAHASSEE, FLORIDA

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>
<u>BOCA TACO HOLDINGS LLC</u>	<u>FLORIDA</u>	<u>LIMITED LIABILITY COMPANY</u>
<u>TACO TAVERN HOLDINGS, L.L.C.</u>	<u>FLORIDA</u>	<u>LIMITED LIABILITY COMPANY</u>
<u>FORT TACO HOLDINGS LLC</u>	<u>FLORIDA</u>	<u>LIMITED LIABILITY COMPANY</u>
<u>GARDEN'S TACO HOLDINGS LLC</u>	<u>FLORIDA</u>	<u>LIMITED LIABILITY COMPANY</u>
<u>ORLANDO TACO HOLDINGS LLC</u>	<u>FLORIDA</u>	<u>LIMITED LIABILITY COMPANY</u>
<u>TAMPA TACO HOLDINGS LLC</u>	<u>FLORIDA</u>	<u>LIMITED LIABILITY COMPANY</u>

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>
<u>ROCCO'S TACO HOLDING, LLC</u>	<u>FLORIDA</u>	<u>LIMITED LIABILITY COMPANY</u>

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).

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

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- ☐ 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 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:

11:58 p.m., December 31, 2017

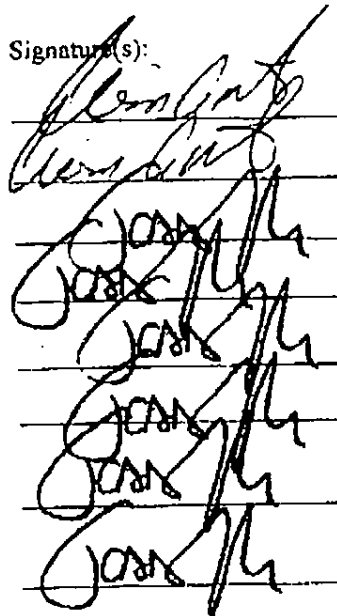
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

BOCA TACO HOLDINGS LLC
 TACO TAVERN HOLDINGS, L.L.C.
 TACO TAVERN HOLDINGS, L.L.C.
 FORT TACO HOLDINGS LLC
 GARDEN'S TACO HOLDINGS LLC
 ORLANDO TACO HOLDINGS LLC
 TAMPA TACO HOLDINGS LLC
 ROCCO'S TACO HOLDING, L.L.C.

Signature(s):



Typed or Printed
Name of Individual:

William Watson
 William Watson
 Todd Herbst
 Todd Herbst
 Todd Herbst
 Todd Herbst
 Todd Herbst
 Todd Herbst

Corporations:

General partnerships:

Chairman, Vice Chairman, President or Officer
 (If no directors selected, signature of incorporator.)
 Signature of a general partner or authorized person

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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

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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

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated December 27, 2017 (the "**Agreement**"), is entered into by and among ROCCO'S TACO HOLDING, LLC, a Florida limited liability company ("**Surviving Company**"), BOCA TACO HOLDINGS LLC, a Florida limited liability company, TACO TAVERN HOLDINGS, L.L.C., a Florida limited liability company, FORT TACO HOLDINGS LLC, a Florida limited liability company, GARDEN'S TACO HOLDINGS LLC, a Florida limited liability company, ORLANDO TACO HOLDINGS LLC, a Florida limited liability company, and TAMPA TACO HOLDINGS LLC, a Florida limited liability company (collectively, "**the Merging Companies**"); and TODD HERBST ("**Herbst**"), WILLIAM A. WATSON ("**Watson**"), and LISABET SUMMA ("**Summa**" and, collectively with Herbst and Watson, "**the Members**").

BACKGROUND:

The Members own all of the membership interests in the Merging Companies and Surviving Company, and believe that it is in the best interest of all of those companies for the six Merging Companies to merge with and into Surviving Company for the purpose of continuing the business of Merging Companies in a single Florida limited liability company in accordance with the provisions of this Agreement, and the Florida Revised Limited Liability Company Act. For federal income tax purposes, each of Surviving Company and the Merging Companies has elected to be taxed as an S corporation and the Members intend that (a) the Merger qualify as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code, and (b) following the Merger, Surviving Company will continue to be taxed as a S corporation.

AGREEMENT:

NOW, THEREFORE, in consideration of the mutual covenants, terms and conditions set forth below, and intending to be legally bound hereby, the parties confirm the accuracy of the information set forth in the introductory paragraph and the BACKGROUND section above, which are hereby incorporated by reference into this Agreement, and agree as follows:

1. **MERGER.** The Merging Companies shall be merged with and into Surviving Company (the "**Merger**").
2. **EFFECTIVE DATE.** The Merger shall become effective at 11:58pm, on December 31, 2017, in accordance with the Florida Revised Limited Liability Company Act (the "**Effective Time**").
3. **SURVIVING LIMITED LIABILITY COMPANY.** Surviving Company shall be the surviving limited liability company of the Merger and shall continue to be governed by the laws of the State of Florida. At the Effective Time, the separate existence of Merging Companies shall cease.
4. **CONVERSION OF PERCENTAGE MEMBERSHIP INTERESTS.** Herbst, Watson and Summa each own the same percentage of the membership interest in each of the Merging Companies and Surviving Company. Accordingly, the manner and basis of converting the membership interests of the members of Merging Companies into membership interests in Surviving Company shall be that the outstanding membership interests in Merging Companies will be cancelled, and the Members

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shall continue to be the only members in Surviving Company, with the same membership interests as they have in Surviving Company and the Merging Companies prior to the Merger.

5. MISCELLANEOUS. The provisions relating to the Merger are as follows:

A. Changes in Articles of Organization. The Articles of Organization of Surviving Company shall continue to be its Articles of Organization following the Effective Time.

B. Managers. The Managers of Surviving Company at the Effective Time shall continue as the Managers of Surviving Company until their successors have been appointed and qualified.

6. AUTHORIZATION. The Managers of the Merging Companies and Surviving Company are hereby authorized and directed to do or cause to be done all acts, and to execute and deliver all documents necessary or appropriate to effect the Merger and otherwise carry out the foregoing Plan of Merger.

[The signatures are on the following pages.]

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Dated December 27, 2017.

SURVIVING COMPANY:

ROCCO'S TACO HOLDING, LLC,
a Florida limited liability company

By: [Signature]
Name:
Title: Manager

MERGING COMPANIES:

BOCA TACO HOLDINGS LLC,
a Florida limited liability company

By: [Signature]
William Watson, Manager

TACO TAVERN HOLDINGS, L.L.C.,
a Florida limited liability company

By: [Signature]
William A. Watson, Manager

By: [Signature]
Todd Herbst, Manager

FORT TACO HOLDINGS LLC,
a Florida limited liability company

By: [Signature]
Todd Herbst, Manager

GARDEN'S TACO HOLDINGS LLC,
a Florida limited liability company

By: [Signature]
Todd Herbst, Manager

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ORLANDO TACO HOLDINGS LLC,
a Florida limited liability company

By: _____

Todd Herbst, Manager

TAMPA TACO HOLDINGS LLC,
a Florida limited liability company

By: _____

Todd Herbst, Manager

MEMBERS:

Todd Herbst

William A. Watson

Lisabet Summa