

11/27/2018

Division of Corporations

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**MERGER OR SHARE EXCHANGE
 DROGA CHOCOLATES, LLC**

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ARTICLES OF MERGER

OF

DROGA CHOCOLATES, LLC,
a California limited liability company

AND

DROGA CHOCOLATES, LLC,
a Florida limited liability company

2018 NOV 27 A 6 36

THE UNDERSIGNED hereby makes, subscribes, acknowledges and files these Articles of Merger in accordance with Florida Statutes §605.1025.

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>
Droga Chocolates, LLC	Florida	limited liability company
Droga Chocolates, LLC	California	limited liability company

SECOND:

The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Droga Chocolates, LLC	Florida	limited liability company

THIRD:

The merger was approved by each domestic merging entity that is a limited liability company in accordance with Florida Statutes §§ 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 Florida Statutes §.605.1023(1)(b).

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 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 Florida Statutes §§ 605.1006 and 605.1061-605.1072.

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:

December 31, 2018

(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

Droga Chocolates, LLC, a Florida limited liability company

Signature



Authorized Person

Name of Individual

Jarett S. Levan, CEO of BBX Sweet Holdings, LLC, Manager

Droga Chocolates, LLC, a California limited liability company



Authorized Person

Jarett S. Levan, CEO of BBX Sweet Holdings, LLC, Manager