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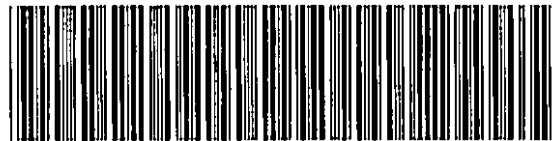
(Business Entity Name)

(Document Number)

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Merger

APR 05 2019

I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: LILEE, LLC, a Florida Limited Liability Company

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Carlos Colon-Machargo, Esq.

Contact Person

Colon-Machargo Law Studio, LLC

Firm/Company

PO Box 14855

Address

Atlanta, GA 30324

City, State and Zip Code

carlos@colonmachargolaw.com

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

For further information concerning this matter, please call:

Nicole Weilert

at (816) 699-5753

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
OF**

**LILEE, LLC
a Florida Limited Liability Company**

and

**LILEE, LLC,
a Missouri Limited Liability Company**

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The following Articles of Merger are submitted to merge the following Florida Limited Liability Company in accordance with 605.1025, Florida Statutes.

First: The exact name, form/entity type and jurisdiction for each merging party are as follows:

Lilee, LLC, a Florida Limited Liability Company and Lilee, LLC, a Missouri Limited Liability Company.

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

Lilee, LLC, a Florida Limited Liability Company

Third: The attached Plan and Agreement of Merger was approved by Lilee, LLC, a Florida Limited Liability Company in accordance with the applicable provisions of Chapter 605, Florida Statutes.

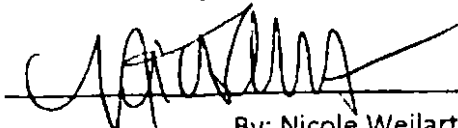
Fourth: The attached Plan and Agreement of Merger was approved by Lilee, LLC, a Missouri Limited Liability Company in accordance with the applicable laws of Missouri, under which the company was formed and organized.

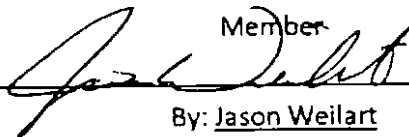
Fifth: There will be no amendments to the Articles of Organization of Lilee, LLC, a Florida Limited Liability Company due to this Merger.

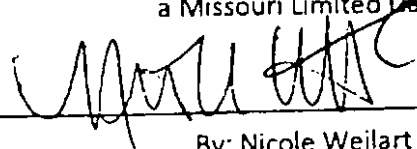
Sixth: The effective date of the merger shall be the date the filing of the Articles of Merger become effective.

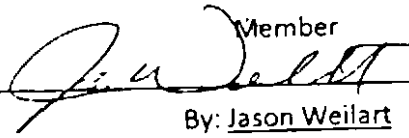
Signed this 21th day of March, 2019.

Lilee, LLC
a Florida Limited Liability Company


By: Nicole Weilart

Member

By: Jason Weilart
Member

Lilee, LLC
a Missouri Limited Liability Company

By: Nicole Weilart

Member

By: Jason Weilart
Member

**PLAN AND AGREEMENT OF MERGER
OF**

LILEE, LLC, a Florida Limited Liability Company

AND

LILEE, LLC, a Missouri Limited Liability Company

This Plan and Agreement of Merger (the "Plan and Agreement") of Lilee, LLC, a Florida Limited Liability Company ("the FL LLC" or "the Florida Limited Liability Company") and Lilee, LLC, a Missouri Limited Liability Company (the "MO LLC" or "the Missouri Limited Liability Company"), is approved as of March 21, 2019.

WHEREAS, the FL LLC is organized under the laws of the State of Florida;

WHEREAS, the MO LLC is organized under the laws of Missouri;

WHEREAS, the FL LLC and the MO LLC desire to merge into and to hereafter become and continue to exist as the FL LLC pursuant to Fla. Stat. §§ 605.1021 et seq. and Mo. Rev. Stat. § 347.127, et seq.;

WHEREAS, pursuant to Fla. Stat. § 605.1022 and 605.1023 and Mo. Rev. Stat. § 347.128, the members of the FL LLC and the members of the MO LLC, adopted this Plan and Agreement to effect the merger of the Missouri Limited Liability Company into a Florida Limited Liability Company (the "Merger"), upon the terms and subject to the conditions set forth in this Plan and Agreement; and

WHEREAS, this Plan and Agreement has been approved and adopted by all the FL LLC's members and all the MO LLC's members;

NOW, THEREFORE, this Plan and Agreement is hereby approved to merge the Missouri Limited Liability Company into a Florida Limited Liability Company, with the Florida Limited Liability Company surviving the merger:

1. Merger. Upon the terms and subject to the conditions set forth in this Plan and Agreement, and pursuant to Section 605.1022 and 605.1023 of the Florida Statutes and Mo. Rev. Stat. § 347.133, at the Effective Time (as hereinafter defined), the MO LLC shall be merged into and shall hereafter become and continue to exist as the FL LLC under the name "Lilee, LLC".

2. Effective Time. The Merger shall become effective (the "Effective Time") on the date of filing of the Articles of Merger with the Florida Department of State.

3. Effects of the Merger. The consummation of the Merger shall have all of the effects set forth in Section 605.1026 of the Florida Statutes and Mo. Rev. Stat. § 347.133. In furtherance, and not in

limitation, of the foregoing, at the Effective Time, all of the obligations of the MO LLC as well as all of the rights, privileges and powers of the MO LLC, and all property, real, personal and mixed, and all debts due to the MO LLC or owed by the MO LLC, and all franchises, licenses and permits held by the MO LLC, as well as all other things and causes of action belonging to the MO LLC, shall remain vested in the MO LLC and shall be the property of the FL LLC, and the title to any real property vested by deed or otherwise in the MO LLC shall not revert or be in any way impaired by any reason.

4. Articles of Organization and Operating Agreement. After the Effective Time, the FL LLC shall be governed by the Operating Agreement subsequently adopted by the FL LLC's members (the "Operating Agreement"). No amendments or restatements to the FL LLC Articles of Organization will be made because of the Merger.

5. Members. The managers and members of the MO LLC immediately prior to the Effective Time shall be the managers and members of the FL LLC from and after the Effective Time, to serve in accordance with the relevant provisions of the Florida statutes and the terms of the Operating Agreement.

6. Conversion of Membership Interest. At the Effective Time, by virtue of the Merger and without any action on the part of the MO LLC, the FL LLC or any holder thereof, the membership interest of the MO LLC, issued and outstanding immediately prior to the Effective Time, all of which is held by its two Members shall be automatically converted into membership interest of the FL LLC, as follows:

Nicole Weilert - 50% membership interest in the MO LLC to 50% membership interest in the FL LLC

Jason Weilert – 50% membership interest in the MO LLC to 50% membership interest in the FL LLC

7. Termination. This Plan and Agreement and the transactions contemplated hereby may be terminated by resolution, by the Members of the MO LLC or the FL LLC holding more than 50% of the voting rights in the respective entity, at any time prior to the Effective Time in the manner and to the extent provided by the Florida and Missouri Statutes.

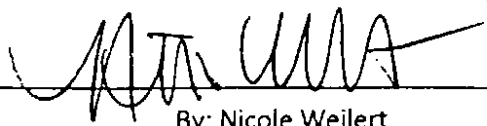
8. Effect of Termination. If this Plan and Agreement is terminated pursuant to Section 7 hereof, this Plan and Agreement shall become void and of no effect with no liability on the part of any party hereto.

9. Amendment. This Plan and Agreement and the transactions contemplated hereby may be amended by resolution by the Members in the MO LLC or the FL LLC holding more than 50% of the voting rights in the respective entity at any time prior to the Effective Time in the manner and to the extent provided in the Florida and Missouri Statutes.


10. Governing Law. This Plan and Agreement shall be governed by, enforced under and construed in accordance with the laws of the State of Florida without giving effect to any choice or conflict of law provision or rule thereof.

IN WITNESS WHEREOF, the undersigned hereby approves this Plan and Agreement of Merger as of this 21st day of March, 2019.

Lilee, LLC
a Florida Limited Liability Company

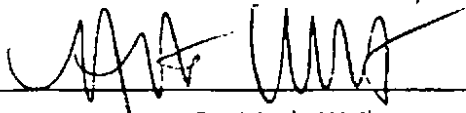

By: Nicole Weilert

Member

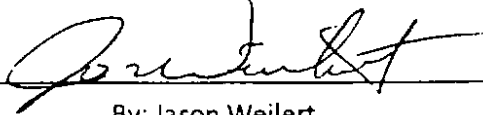

By: Jason Weilert

Member

Lilee, LLC
a Missouri Limited Liability Company


By: Nicole Weilert

Member


By: Jason Weilert

Member