

L19000168166

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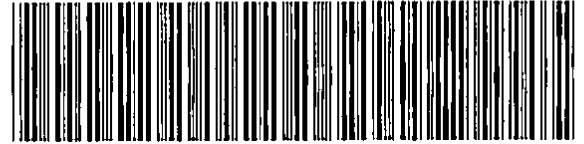
(Business Entity Name)

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C. GOLDEN

JUL 16 2019

CG



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Account#: I20000000088

Date: 07/15/2019

Name: Merritt Walker

Reference #: 1107041

Entity Name: B Smooth of Jax, LLC

- ☐ Articles of Incorporation/Authorization to Transact Business
- ☐ Amendment
- ☐ Change of Agent
- ☐ Reinstatement
- ☐ Conversion
- ☒ Merger
- ☐ Dissolution/Withdrawal
- ☐ Fictitious Name
- ☐ Other _____

Authorized Amount: \$50

Signature: mw

FILED

ARTICLES AND PLAN OF MERGER

by and between

B SMOOTH OF JAX, LLC,

a Florida limited liability company

and

B SMOOTH LLC

a New York limited liability company

with

B SMOOTH OF JAX, LLC

a Florida limited liability company

AS THE SURVIVING ENTITY

2019 JUL 15 AM 10:37

THESE ARTICLES AND PLAN OF MERGER (the "*Articles of Merger*") are made and entered into this 10th day of July, 2019, by and between B SMOOTH OF JAX, LLC, a Florida limited liability company the document number of which is L19000168166, which maintains its principal office at 555 Sebastian Square, St. Augustine, Florida 32095 (the "*Surviving Entity*"), and B SMOOTH LLC, a New York limited liability company the charter number of which is 4788154, which maintains its principal office at 1520 Lincoln Place, Brooklyn, New York 11213 (the "*Disappearing Entity*"). In these Articles of Merger, the Surviving Entity and the Disappearing Entity are collectively referred to as the "*Constituent Entities*".

A. The sole member of the Surviving Entity is the sole member of the Disappearing Entity.

B. In conjunction with a reorganization of the assets of the Surviving Entity and the Disappearing Entity, the sole member has determined (1) it to be in its best interest to transfer the assets of the Disappearing Entity to the Surviving Entity, and (2) that the most efficient method of making such transfer is to cause the Disappearing Entity to merge with and into the Surviving Entity pursuant to the terms and conditions set forth in these Articles of Merger (the "*Merger*").

NOW, THEREFORE, the Constituent Entities, in consideration of the mutual covenants, agreements and provisions set forth below, have agreed that the Disappearing Entity will merge with and into the Surviving Entity pursuant to the laws of the State of Florida, upon the terms and conditions set forth below.

ARTICLE I
MERGER

As of July 10, 2019 (the "*Effective Date*"), the Disappearing Entity shall be merged with and into the Surviving Entity. Upon the approval of these Articles of Merger by the Secretary of State of the State of Florida and the payment of all fees and taxes required by the laws of the State of Florida, these Articles of Merger shall be filed with the Secretary of State of the State of Florida. The Merger shall be effective, and the separate existence of the Disappearing Entity shall cease (except as continued by statute) as of the Effective Date. Following the Merger, the Surviving Entity shall continue to be governed by the laws of the State of Florida.

ARTICLE II
CONVERSION OF OUTSTANDING MEMBERSHIP INTERESTS

The sole member of the Surviving Entity and the Disappearing Entity owns the same membership interest of the Surviving Entity and the Disappearing Entity. Accordingly, no additional membership interest in the Surviving Entity will be issued in conjunction with the Merger.

ARTICLE III
TERMS AND CONDITIONS

(a) The Articles of Organization of the Surviving Entity in effect on the Effective Date of the Merger shall remain in full force and effect as the Articles of Organization of the Surviving Entity.

(b) The principal office of the Surviving Entity shall be 555 Sebastian Square, St. Augustine, Florida 32095.

(c) If at any time the Surviving Entity shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest in the Surviving Entity, according to the terms hereof, the title to any property or rights of the Disappearing Entity, the proper managers, officers and representatives of the Disappearing Entity or the Surviving Entity shall execute and make all such property assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Entity or otherwise to carry out the intent or accomplish the purposes of these Articles of Merger.

ARTICLE IV
EFFECT OF MERGER

Upon the effectiveness of the Merger, (a) the separate existence of the Disappearing Entity, except insofar as it may be continued by statute, shall cease, and (b) the Surviving Entity shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises for a public as well as a private nature, and be subject to all restrictions, disabilities, and duties of the Disappearing Entity, and all the rights, privileges, immunities, powers and franchises of the Disappearing Entity and all property, real, personal and mixed, and all debts due or belonging to the Disappearing Entity, shall be vested in the Surviving Entity; all assets (tangible, intangible, personal, real or otherwise), property, rights, privileges, immunities, powers and franchises, and every other interest shall be the property of the Surviving Entity, and the title to any real estate vested by deed or otherwise in the Disappearing Entity shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of the Disappearing Entity shall be preserved, unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities, obligations and duties of the Disappearing Entity attach to and shall be assumed by the Surviving Entity, and may be enforced against the Surviving Entity to the same extent as if those debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Entity.

ARTICLE V
AUTHORIZATION OF MERGER

The merger between the Surviving Entity and the Disappearing Entity was approved pursuant to the provisions of Sections 605.1021 through 605.1023, Florida Statutes, by the Surviving Entity, and Sections 1001 through 1004 of the New York Limited Liability Company Law, by the Disappearing Entity.

ARTICLE VI
APPRAISAL RIGHTS

Pursuant to Sections 605.1006 and 605.1061 through 605.1072, Florida Statutes, the Surviving Entity agrees to pay appraisal rights to the sole member of the Disappearing Entity to the effect that such member is entitled to appraisal rights.

ARTICLE VII
COMPLIANCE WITH LEGAL REQUIREMENTS

All provisions of the laws of the State of Florida applicable to the Merger have been or will be complied with upon the filing and recording of these Articles of Merger with the Secretary of State of the State of Florida.

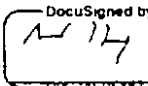
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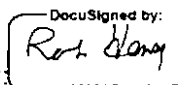
IN WITNESS WHEREOF, the Constituent Entities have caused these Articles of Merger to be executed the day and year first above written.

SURVIVING ENTITY:

B SMOOTH OF JAX, LLC,
a Florida limited liability company

ROBERT HENRY AND ROBIN HENRY,
AS HUSBAND AND WIFE, AS TENANTS
BY THE ENTIRETY, Member

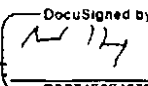
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Robert Henry, as a Member

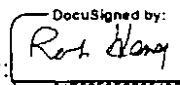
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Robin Henry, as a Member

DISAPPEARING ENTITY:

B SMOOTH LLC,
a New York limited liability company

ROBERT HENRY AND ROBIN HENRY,
AS HUSBAND AND WIFE, AS TENANTS
BY THE ENTIRETY, Member

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Robert Henry, as a Member

By:  DocuSigned by:
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Robin Henry, as a Member