Florida Department of State

Division of Corporations Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H190003074313)))



Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850)617-6380

From:

Account Name : HOLLAND & KNIGHT Account Number : 075350000340 Phone : (407)425-8500 Fax Number : (407)244-5288

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address:_

MERGER OR SHARE EXCHANGE

France MergeCo, LLC

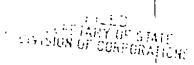
Certificate of Status	 	0
Certified Copy	 	1
Page Count	 -	04
Estimated Charge	 	368:95

Electronic Filing Menu

Corporate Filing Menu

Help

OCT 1 7 2019



ARTICLES OF MERGER

19 OCT 17 AM 9: 05

October 17, 2019

The following Articles of Merger are submitted in accordance with Section 607.1109 of Florida Business Corporation Act (the "FBCA") and Section 605.1025 of the Florida Revillimited Liability Company Act ("FRLLCA"):

First: The name and jurisdiction of the <u>surviving</u> entity:

Name <u>Jurisdiction</u> <u>Entity Type</u> <u>Document Number</u>

France MergeCo, LLC Florida Limited liability L19000203161 company

Second: The name and jurisdiction of the merging corporation:

Name Jurisdiction Entity Type Document Number

Principal Investor Florida Corporation P10000060540

Company

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on October 17, 2019 at 9:05 a.m. Easte Daylight Time.

Fifth: The Plan of Merger was approved by the sole member of the surviving entity October 16, 2019, in accordance with the applicable provisions of the FRLLCA.

Sixth: The Plan of Merger was adopted by the sole director of the merging corporation and approved by the sole shareholder of the merging corporation on October 16, 2019, in accordance with the applicable provisions of the FBCA.

Seventh: The surviving entity agrees to pay to any members of any limited liability compar with appraisal rights the amount to which such members are entitled under Sections 605.1006[and 605.1061-605.1072] of the FRLLCA.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of the date first set forth above.

FRANCE MERGECO, LLC

C. Conson

Chief Executive Officer

PRINCIPAL INVESTOR COMPANY

By France Trance

President

PLAN OF MERGER

FIRST: The exact name of the <u>surviving</u> entity is: France MergeCo, LLC, a Florida lim liability company (the "Company").

SECOND: The exact name of the <u>merging</u> corporation is: Principal Investor Compan Florida corporation ("Merging Entity").

THIRD: The terms and conditions of the merger are as follows:

On October 17, 2019 at 9:05 a.m. Eastern Daylight Time (the "Effective Time"), upon terms and subject to the conditions set forth in that certain Master Contribution and Mer Agreement dated October 17, 2019, by and among the Company, Merging Entity, and the ot parties named therein (the "Agreement") and in accordance with the Florida Business Corporat Act ("FBCA") and the Florida Revised Limited Liability Company Act ("FRLLCA"), Merg Entity shall merge with and into Company, the separate corporate existence of Merging Entity vicease, and Company will continue its existence under the FRLLCA as the surviving company in merger and will remain a wholly-owned subsidiary of France Enterprises, Inc., a Delaw corporation ("New Holdeo") (the "Merger"). The Merger will have the effects as provided in FBCA, the FRLLCA, the Agreement and these Articles of Merger. From and after the Effect Time, Company as the surviving company will possess all of the rights, powers, privileges a franchises, and be subject to all of the obligations, liabilities, restrictions and limitations, of Merg Entity and Company, all as provided in the FBCA and FRLLCA.

At the Effective Time, the articles of organization and operating agreement of Company, in effect immediately prior to the Effective Time, shall be the articles of organization and operating agreement of the surviving company, in each case until thereafter further ancided accordance with the terms thereof and the FRLLCA.

At the Effective Time, (I) the managers of Company immediately prior to the Effective Tir shall continue to serve as the managers of the surviving company from immediately after t Effective Time until their respective successors are duly elected or appointed and qualified, and (the officers of Company immediately prior to the Effective Time shall continue to serve as t officers of the surviving company from immediately after the Effective Time until their respecti successors are duly appointed.

FOURTH: The manner and basis of converting the interests, shares, obligations or oth securities of each merged party into the interests, shares, obligations or other securities of the surviving company, in whole or in part, into each or other property is as follows:

At the Effective Time, by virtue of the Merger and without any action on the part of Mergir Entity. Company, New Holdco or any other individual or entity, each membership interest. Company that is issued and outstanding immediately prior to the Effective Time shall rema outstanding as a membership interest of the surviving company and each share of common stock. Merging Entity that is issued and outstanding immediately prior to the Effective Time shall I cancelled and shall cease to exist, and no consideration shall be delivered in exchange therefor:

FIFTH: The name and business address of each manager of the Company is as follows:

Name	Address
Ed Bennett Gary Crotty	One Daytona Boulevard Daytona Beach, Florida 32114
Karen Leetzow	<u> </u>
