

H190003074373

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.

((H19000307437 3))



H190003074373ABC1

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: _____

19 OCT 17 AM 9:07

MERGER OR SHARE EXCHANGE

France MergeCo, LLC

Certificate of Status	_____	0
Certified Copy	_____	1
Page Count	_____	04
Estimated Charge	_____	568.75

\$80.00

Merger

Electronic Filing Menu Corporate Filing Menu Help

OCT 17 2019

D CONNELL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
19 OCT 17 AM 9:07

ARTICLES OF MERGER

October 17, 2019

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

First: The name and jurisdiction of the surviving entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u>
France MergeCo, LLC	Florida	Limited liability company	L19000203161

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u>
JA Holder Company	Florida	Corporation	P16000066768

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on October 17, 2019 at 9:07 a.m. [East 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 FRLCA.

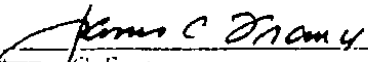
Sixth: The Plan of Merger was adopted by the sole director of the merging corporation and approved by the sole shareholder of the merging corporation on October 16, 2019, in accordance with the applicable provisions of the FBCA.

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

[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

By: 
James C. France
Chief Executive Officer

JA HOLDER COMPANY

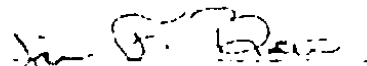
By: _____
Jennifer F. Bates
President

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

By: _____
James C. France
Chief Executive Officer

JA HOLDER COMPANY

By:  _____
Jennifer F. Bates
President

PLAN OF MERGER

FIRST: The exact name of the surviving entity is: France MergeCo, LLC, a Florida limited liability company (the "Company").

SECOND: The exact name of the merging corporation is: JA Holder Company, a Florida corporation ("Merging Entity").

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

On October 17, 2019 at 9:07 a.m. Eastern Daylight Time (the "Effective Time"), upon terms and subject to the conditions set forth in that certain Master Contribution and Merger Agreement dated October 17, 2019, by and among the Company, Merging Entity, and the other parties named therein (the "Agreement") and in accordance with the Florida Business Corporation Act ("FBCA") and the Florida Revised Limited Liability Company Act ("FRLCA"), Merging Entity shall merge with and into Company, the separate corporate existence of Merging Entity will cease, and Company will continue its existence under the FRLCA as the surviving company in the merger and will remain a wholly-owned subsidiary of France Enterprises, Inc., a Delaware corporation ("New Holder") (the "Merger"). The Merger will have the effects as provided in the FBCA, the FRLCA, the Agreement and these Articles of Merger. From and after the Effective Time, Company as the surviving company will possess all of the rights, powers, privileges and franchises, and be subject to all of the obligations, liabilities, restrictions and limitations, of Merging Entity and Company, all as provided in the FBCA and FRLCA.

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 amended in accordance with the terms thereof and the FRLCA.

At the Effective Time, (1) the managers of Company immediately prior to the Effective Time shall continue to serve as the managers of the surviving company from immediately after the Effective Time until their respective successors are duly elected or appointed and qualified, and (2) the officers of Company immediately prior to the Effective Time shall continue to serve as the officers of the surviving company from immediately after the Effective Time until their respective successors are duly appointed.

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

At the Effective Time, by virtue of the Merger and without any action on the part of Merging Entity, Company, New Holder or any other individual or entity, each membership interest of Company that is issued and outstanding immediately prior to the Effective Time shall remain outstanding as a membership interest of the surviving company and each share of common stock of Merging Entity that is issued and outstanding immediately prior to the Effective Time shall be 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:

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