

L 19000203161

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MERGER OR SHARE EXCHANGE
France MergeCo, LLC

Certificate of Status	0
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\$650.00

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LLC / Mergers

10/30/19

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ARTICLES OF MERGER

October 30, 2019

The following Articles of Merger are submitted in accordance with Section 620.2108 of the Florida Revised Uniform Limited Partnership Act (the "FRULPA") 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 entities:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u>
BBL Florida Limited Partnership	Florida	Limited partnership	A16000000425
Carl Investment Limited Partnership	Florida	Limited partnership	A16000000406
Carl Two Limited Partnership	Florida	Limited partnership	A16000000388
Carl Three Limited Partnership	Florida	Limited partnership	A09000000165
J Holder Limited Partnership	Florida	Limited partnership	A16000000412
JA Holder Limited Partnership	Florida	Limited partnership	A16000000408
AL Holder Florida Limited Partnership	Florida	Limited partnership	A16000000414
Western Opportunity Limited Partnership	Florida	Limited partnership	A10000000414
Sierra Central LLC	Florida	Limited liability company	L10000090203
Carl Two, LLC	Florida	Limited liability company	L16000150299
Carl Three, LLC	Florida	Limited liability company	L09000023497

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective upon filing of these Articles of Merger.

Fifth: The Plan of Merger was approved by the sole member of the surviving entity on or before the date hereof, in accordance with the applicable provisions of the FRLCA.

Sixth: The Plan of Merger was approved by the partners or members of the merging entities, as applicable, on or before the date hereof, in accordance with the relevant provisions of the FRULPA or the FRLICA, as applicable.

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 FRLICA.

[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
James C. France
Chief Executive Officer

BBL FLORIDA LIMITED PARTNERSHIP

By: France MergeCo, LLC,
its general partner

By: James C. France
James C. France
Chief Executive Officer

CARL INVESTMENT LIMITED PARTNERSHIP

By: France MergeCo, LLC,
its general partner

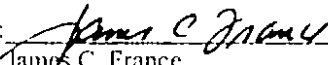
By: James C. France
James C. France
Chief Executive Officer

CARL TWO, LLC

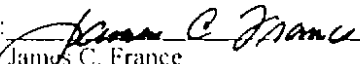
By: James C. France
James C. France
Manager

CARL TWO LIMITED PARTNERSHIP

By: Carl Two, LLC,
its general partner

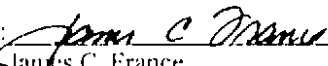
By:  _____
James C. France
Manager

CARL THREE, LLC

By:  _____
James C. France
Manager

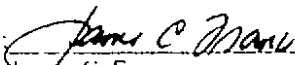
CARL THREE LIMITED PARTNERSHIP

By: Carl Three, LLC,
its general partner

By:  _____
James C. France
Manager

J HOLDER LIMITED PARTNERSHIP

By: France MergeCo, LLC,
its general partner

By:  _____
James C. France
Chief Executive Officer

JA HOLDER LIMITED PARTNERSHIP

By: France MergeCo, LLC,
its general partner

By: James C. France
James C. France
Chief Executive Officer

**AL HOLDER FLORIDA LIMITED
PARTNERSHIP**

By: France MergeCo, LLC,
its general partner

By: James C. France
James C. France
Chief Executive Officer

**WESTERN OPPORTUNITY LIMITED
PARTNERSHIP**

By: France MergeCo, LLC,
its general partner

By: James C. France
James C. France
Chief Executive Officer

By: Sierra Central LLC,
its general partner

By: _____
Lesia D. Kennedy
Manager

SIERRA CENTRAL LLC

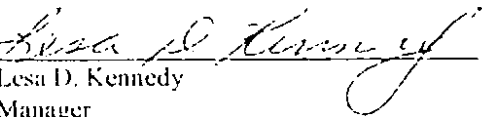
By: _____
Lesia D. Kennedy
Manager

**WESTERN OPPORTUNITY LIMITED
PARTNERSHIP**

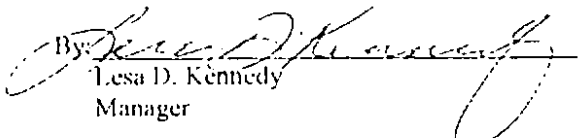
By: France MergeCo, LLC,
its general partner

By: _____
James C. France
Chief Executive Officer

By: Sierra Central LLC,
its general partner

By: 
Lesa D. Kennedy
Manager

SIERRA CENTRAL LLC

By: 
Lesa D. Kennedy
Manager

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 entities are:

1. BBL Florida Limited Partnership, a Florida limited partnership;
2. Carl Investment Limited Partnership, a Florida limited partnership;
3. Carl Two Limited Partnership, a Florida limited partnership;
4. Carl Three Limited Partnership, a Florida limited partnership;
5. J Holder Limited Partnership, a Florida limited partnership;
6. JA Holder Limited Partnership, a Florida limited partnership;
7. AL Holder Florida Limited Partnership, a Florida limited partnership;
8. Western Opportunity Limited Partnership, a Florida limited partnership;
9. Sierra Central LLC, a Florida limited liability company;
10. Carl Two, LLC, a Florida limited liability company; and
11. Carl Three, LLC, a Florida limited liability company;

(collectively, the "**Merging Entities**").

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

On the date hereof, in accordance with the Florida Revised Limited Liability Company Act ("**FRLICA**") and the Florida Revised Uniform Limited Partnership Act (the "**FRULPA**"), the Merging Entities shall merge with and into the Company, the separate existence of the Merging Entities will cease, and the Company will continue its existence under the FRLICA as the surviving company in the merger and will remain a wholly-owned subsidiary of France Enterprises, Inc., a Delaware corporation ("**New Holdco**") (the "**Merger**"). The Merger will have the effects as provided in the FRULPA, the FRLICA and these Articles of Merger. From and after the Effective Time, the Company, as the surviving entity, will possess all of the rights, powers, privileges and franchises, and be subject to all of the obligations, liabilities, restrictions and limitations, of the Merging Entities and the Company, all as provided in the FRULPA and FRLICA.

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

At the Effective Time, (1) the managers of the 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 (II) the officers of the 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 the Merging Entities, the Company, New Holdco or any other individual or entity, each membership interest of the 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 partnership interest, membership interest or other equity interest of the Merging Entities 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:

Name	Address
Ed Bennett	One Daytona Boulevard Daytona Beach, Florida 32114
Gary Crotty	
Karen Leetzow	
