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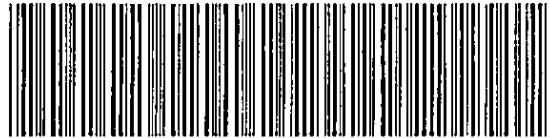
(Business Entity Name)

(Document Number)

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PICK UP: 06/02/2020

- ☐ **CERTIFIED COPY** _____
- xx** **PHOTOCOPY** _____
- ☐ **CUS** _____
- xx** **FILING** **MERGER** _____

1. **HULA, LLC**
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: HULA, INC.

Name of Surviving Party

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

Please return all correspondence concerning this matter to:

ROBERT SALTSMAN

Contact Person

ROBERT P. SALTSMAN, P.A.

Firm/Company

P.O. BOX 2146

Address

Winter Park, Florida 32790

City, State and Zip Code

JUDY@SALTSMANPA.COM

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

For further information concerning this matter, please call:

ROBERT SALTSMAN at (407) 647-2899

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
For
Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
HULA, LLC	FLORIDA	LLC
_____	_____	_____
_____	_____	_____
_____	_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
HULA, INC.	DELAWARE	CORPORATION

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

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FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☐ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☒ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

651 N BROAD STREET
SUITE 206
MIDDLETOWN, DE 19709

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TALLAHASSEE, FLORIDA

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

Typed or Printed
Name of Individual:

HULA, LLC



W. HAL VALDES

HULA, INC.



CARL PETERSON

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

Fees: For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00	Certified Copy (optional):	\$30.00

**AGREEMENT AND PLAN OF MERGER OF
HULA, LLC
INTO
HULA, INC.**

THIS AGREEMENT AND PLAN OF MERGER, dated this 1st day of June 2020, made by and among **HULA, LLC**, a Florida limited liability company ("HULA-FL") and **HULA, INC.**, a Delaware corporation ("HULA-DE").

WITNESSETH:

WHEREAS, HULA-FL desires to merge with and into HULA-DE, with HULA-DE being the surviving entity (the "Merger"), upon the terms, and subject to the conditions herein, set forth in this Plan of Merger (the "Plan") and in accordance with Florida Statutes Section 605.1025 of the Florida Revised Limited Liability Act, (the "Act"); and

WHEREAS, the Manager of HULA-FL has determined that it is advisable that HULA-FL be merged into HULA-DE, on the terms and conditions set forth, in this Plan of Merger, and in accordance with Section 605.1022 of the Act.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

**ARTICLE I
EFFECTIVE DATE; MERGER; ADOPTION AND APPROVAL**

1. The term "Effective Date" shall mean the date of filing.
2. On the Effective Date, HULA-FL shall be merged with and into HULA-DE. The separate existence of HULA-FL shall cease at the Effective Date and the existence of HULA-DE shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the law of the State of Delaware.
3. The Plan of Merger has been approved and adopted by the Members of HULA-FL in accordance with the applicable provisions of Section 605.1023 of the Act and consented to by the Members on June 1, 2020. The Members have waived notice of the merger by their signatures below.
4. The Plan of Merger has been approved and adopted by the Shareholders of HULA-DE in accordance with Section 605.1023 of the Act. The Shareholders consented to the merger on June 1, 2020, and waived notice thereof by their signatures below.

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ARTICLE II
EFFECTS OF THE MERGER

At and after the merger, HULA-DE shall possess all of the rights, privileges, immunities and franchises of a public and private nature of the merging HULA-FL; any and all property, real, personal and mixed, and any and all debts due of the merged HULA-FL on whatever account, and all other choses in action, and all and every other interest of the merged HULA-FL shall be taken and transferred to and vested in the surviving HULA-DE without further act or deed; and the title to any real estate, or any interest therein, vested in the merging HULA-FL shall not prevent or be in any way impaired by reason of the merger, all as more particularly set forth in and pursuant to Section 605.1026 of the Act.

ARTICLE III
TERMS OF THE TRANSACTION;
CONVERSION OF AND PAYMENT FOR UNITS

The manner and basis of converting units of HULA-FL's into units of HULA-DE shall be as follows:

Shares of HULA-DE shall be issued to the Members of HULA-FL without any action of the holder thereof. Each membership unit of said merged HULA-FL shall be canceled of record and exchanged for one share of the surviving HULA-DE. As soon as possible after the Effective Date, a letter of transmittal providing instructions for surrendering membership certificates for cancellation and to be used for transmitting certificates for cancellation shall be delivered to all of the Members of HULA-FL.

ARTICLE IV
DISSENTERS' RIGHTS

Members of HULA-FL who would be entitled to vote on the Merger and who wish to dissent thereto, are entitled, if the Member complies with the provisions of the Act regarding the rights of dissenting Members, to be paid the fair value of such Members' Units.

ARTICLE V
ASSIGNMENT

If at any time HULA-DE shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in HULA-DE the title to any property or rights of HULA-FL, or to otherwise carry out the provisions hereof, the Manager of HULA-FL as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, or conform title to such property or rights in HULA-DE, and the Manager of HULA-DE is fully authorized in the name and on behalf of HULA-FL or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

ARTICLE VI
EXPENSES

HULA-DE shall pay all expenses of accomplishing the Merger.

ARTICLE VII
ARTICLES OF INCORPORATION

The Articles of Incorporation of HULA-DE, are in effect on the date of the Merger provided for in this Agreement, shall continue in full force and effect as the Articles of Organization of HULA-DE surviving this merger without change or amendment until further amended in accordance with the provisions thereof and applicable laws. The Incorporator of HULA-DE surviving this merger shall be the same upon the Merger as he is for said corporation immediately prior thereto. An Agreement of the surviving HULA-DE may be executed the date of this Merger, and if so, shall be the Shareholders' Agreement of HULA-DE, as the corporation.

ARTICLE VIII
MANAGEMENT

Management of HULA-DE is vested in its Incorporator, and the name and address of the Incorporator is as set forth below.

Incorporator
Carl Peterson
9240 Sloan Street
Orlando, Florida 32827

ARTICLE IX
AMENDMENT

At any time before the filing with the Florida Department of State of Florida of the Articles of Merger to be filed in connection herewith, the Incorporator of HULA-DE may amend this Plan. If the Articles of Merger have already been filed, amended Articles of Merger shall be filed with the Department of State, but only if such amended Articles of Merger can be filed before the Effective Date.

ARTICLE X
TERMINATION

If for any reason consummation of the Merger is inadvisable in the opinion of the Incorporator of HULA-DE, this Plan may be terminated at any time before the Effective Date by resolution of the Incorporator of HULA-DE. Upon termination as provided herein, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination hereof on the part of HULA-DE or HULA-FL, or their directors, officers, employees, agents, or Members.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the parties have set their hands this 1st day of June 2020.

HULA, LLC
a Florida limited liability company

By: W. H. Valdes
William H. Valdes, Manager

HULA, INC.
a Delaware corporation

By: Carl Peterson
Carl Peterson, President

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CONSENT AND WAIVER OF NOTICE OF MEMBERS

The undersigned Members of HULA-FL hereby consent to and acknowledge this Agreement and Plan of Merger and waive notice thereof.




WILLIAM H. VALDES

CONSENT AND WAIVER OF NOTICE OF SHAREHOLDERS

The undersigned Shareholders of HULA, INC. hereby consent to and acknowledge this Agreement and Plan of Merger and waive notice thereof.

"Shareholders"



CARL PETERSON

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