

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.

((H20000202592 3)))



H200002025923ABCW

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 : SHUTTS & BOWEN LLP (ORLANDO)
Account Number : I20030000004
Phone : (407) 835-6769
Fax Number : (407) 843-4076

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

Email Address: corpmail@shutts.com

MERGER OR SHARE EXCHANGE

SoFresh Systems, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$50.00

Y. SULKER

JUL 01 2020

(((H20000202592 3)))

ARTICLES OF MERGER OF JIW IP, LLC
INTO
SOFRESH SYSTEMS, LLC

The following Articles of Merger are submitted to merge the following limited liability companies in accordance with Section 605.1025, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the merging party is as follows:

Name: JIW IP, LLC
Address: 2311 West Morrison Avenue, #5
Tampa, FL 33629
Entity Type: a Florida limited liability company
FL Document No.: L16000168413

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

Name: SoFresh Systems, LLC
Address: 2311 West Morrison Avenue, #5
Tampa, FL 33629
Entity Type: a Florida limited liability company
FL Document No.: L20000145415

THIRD: The attached Plan of Merger meets the requirements of Section 605.1022, Florida Statutes, and was approved by the sole member of each domestic limited liability company that is a party to the merger in accordance with Chapter 605, Florida Statutes, and each foreign limited liability company in accordance with the laws of its jurisdiction.

FOURTH: The merger was approved by each domestic merging entity that is a limited liability company in accordance with Sections 605.1021-605.1026; and by the sole member of such limited liability company who as a result of the merger will have interest holder liability under Section 605.1023(1)(b).

FIFTH: This entity agrees to pay any member with appraisal rights the amount to which the sole member is entitled under Sections 605.1006 and 605.1061-605.1072, Florida Statutes, or such rights have been waived in accordance with the Florida Revised Limited Liability Company Act.

SIXTH: The Merger shall become effective immediately upon filing of these Articles of Merger with the Florida Department of State.

(((H20000202592 3)))

IN WITNESS WHEREOF, these Articles of Merger have been executed by the sole Member of each of JIW IP, LLC and SoFresh Systems, LLC this 30 day of June, 2020.

JIW IP, LLC, a Florida limited liability company

By: JIW HOLDINGS, LLC, a Florida limited liability company, its sole member

By:

John L. Williams, III, Manager

SOFRESH SYSTEMS, LLC, a Florida limited liability company

By: SOFRESH HOLDINGS, LLC, a Florida limited liability company, its sole member

By:

John L. Williams, III, Manager

(((H20000202592 3)))

(((H20000202592 3)))

**PLAN OF MERGER
OF
JIW IP, LLC
INTO
SOFRESH SYSTEMS, LLC**

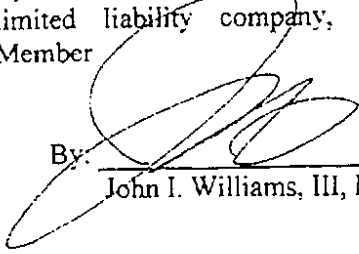
The Plan of Merger is as follows:

1. Merger. The name of each limited liability company to be merged is JIW IP, LLC, a Florida limited liability company ("JIWIP"), and SoFresh Systems, LLC, a Florida limited liability company ("Systems"). Systems will be the surviving limited liability company.
2. Cancellation of Interests. At the time the Merger is effective (the "Effective Time"), the membership interest of the sole member of JIWIP shall be cancelled and extinguished and no other consideration shall be delivered in exchange therefor. At the Effective Time, the membership interests of Systems shall be unaffected by the merger. At and immediately prior to the Effective Time, the sole member of JIWIP also owns 100% of the sole member of Systems.
3. Termination. This Plan of Merger may be terminated, and the Merger abandoned, at any time on or before the Effective Time by either of the sole member of the undersigned limited liability companies.
4. Amendment. This Plan of Merger may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.
5. Articles of Organization and Operating Agreement. At the Effective Time, the Articles of Organization and the Operating Agreement of Systems shall be the Articles of Organization and Operating Agreement of the surviving limited liability company.
6. Member Adoption. This Plan of Merger was duly adopted by the sole manager and the sole member of each of JIWIP and Systems on June 30, 2020.

Dated: June 30, 2020

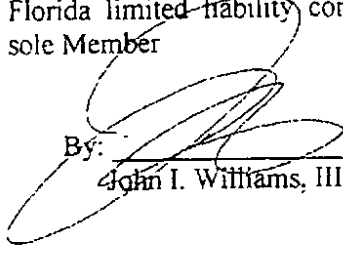
JIW IP, LLC, a Florida limited liability company

By: JIW HOLDINGS, LLC, a Florida limited liability company, its sole Member

By: 
John I. Williams, III, Manager

SOFRESH SYSTEMS, LLC, a Florida limited liability company

By: SOFRESH HOLDINGS, LLC, a Florida limited liability company, its sole Member

By: 
John I. Williams, III, Manager