

L21000291153

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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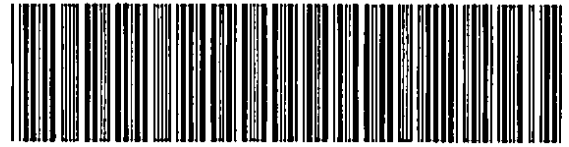
(Business Entity Name)

(Document Number)

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Bank of America Tower  
50 N. Laura Street, Suite 2600  
Jacksonville, Florida 32202  
Main 904.598.6100  
www.sgrlaw.com



Kathy M. Hennessey  
Direct Tel: 904.598-6134  
Direct Fax: 904.598-6234  
khennessey@sgrlaw.com

November 12, 2021

**VIA FEDERAL EXPRESS**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**Re: Merger of Two Florida Limited Liability Companies  
Into Delaware Corporation**

Dear Ladies and Gentlemen:

Enclosed for filing are Articles of Merger merging Black Diamond Holdings International, LLC (Doc. No. L21000201380) and Hyde Park Spirits, LLC (Doc. No. L21000291153), both Florida limited liability companies, with and into Hyde Park Spirits, Inc., a Delaware corporation, with Hyde Park Spirits, Inc. being the surviving entity. Also enclosed is our firm's check for \$85.00 to cover the filing fee.

Please do not hesitate to contact me if you have any questions.

Sincerely,

A handwritten signature in cursive script that reads 'Kathy M. Hennessey'.

Kathy M. Hennessey  
Paralegal

Enclosures  
cc: Thomas E. Gibbs, Esq.

SGR/26379070.1



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 8, 2021

SMITH GAMBRELL RUSSELL  
% KATHY M. HENNESSEY  
50 N. LAURA ST - STE. 2600  
JACKSONVILLE, FL 32202

SUBJECT: HYDE PARK SPIRITS, LLC  
Ref. Number: L21000291153

We have received your document for HYDE PARK SPIRITS, LLC and your check(s) totaling \$85.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There appears to be a misspelling of (SPIRITS) in the entity's name in the heading of the merger document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist III

Letter Number: 221A00029560

**ARTICLES OF MERGER**  
**OF**  
**BLACK DIAMOND HOLDINGS INTERNATIONAL, LLC,**  
**a Florida limited liability company**  
**And**  
**HYDE PARK SPIRITS, LLC,**  
**a Florida limited liability company**  
**INTO**  
**HYDE PARK SPIRITS, INC.,**  
**a Delaware corporation**

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Pursuant to the provisions of Section 605.1025, Florida Revised Limited Liability Company Act, the undersigned entities certify as follows:

**FIRST:** The names of the entities that are parties to the merger are Black Diamond Holdings International, LLC (Document No. L21000201380), Hyde Park Spirits, LLC (Document No. L21000291153), both Florida limited liability companies, and Hyde Park Spirits, Inc., a Delaware corporation.

**SECOND:** Hyde Park Spirits, Inc., a Delaware corporation, shall be the surviving entity.

**THIRD:** The Plan of Merger (the "Plan of Merger") was approved by the sole manager and sole member of Black Diamond Holdings International, LLC by Written Consent on November 1, 2021, by the sole manager and sole member of Hyde Park Spirits, LLC by Written Consent on November 1, 2021, and by the directors and sole shareholder of Hyde Park Spirits, Inc. by Written Consent on November 1, 2021.

**FOURTH:** Hyde Park Spirits, Inc. has agreed to pay to any members of Black Diamond Holdings International, LLC or Hyde Park Spirits, LLC with appraisal rights the amount to which such members are entitled pursuant to §§ 605.1006 and 605.1061-605.1072, Florida Statutes.

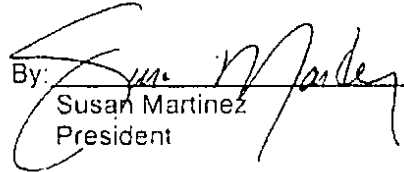
**FIFTH:** The mailing address to which the Department may send any process served on the Department, pursuant to §605.0117 and Chapter 48 is 101 E. Kennedy Blvd., Suite 2100, Tampa, Florida 33602, to the attention of Susan Martinez.

**SIXTH:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

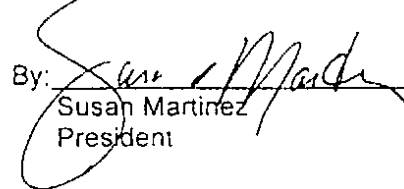
**DATED:** November 1, 2021.

[SIGNATURE PAGE FOLLOWS]

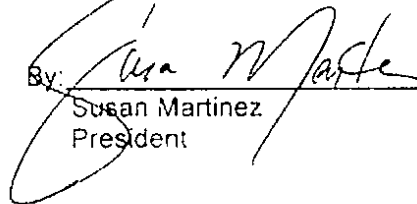
BLACK DIAMOND HOLDINGS  
INTERNATIONAL, LLC,  
a Florida limited liability company

By:   
Susan Martinez  
President

HYDE PARK SPIRITS, LLC,  
a Florida limited liability company

By:   
Susan Martinez  
President

HYDE PARK SPIRITS, INC.,  
a Delaware corporation

By:   
Susan Martinez  
President