

MO9000000610

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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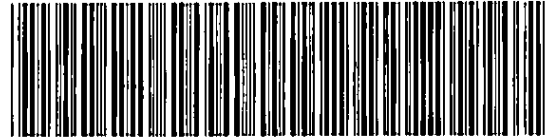
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2018 FEB 27 P 12:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2018 FEB 27 AM 9:52

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HAR. OS 2018

T. LAMAR

Merger

CT Corp.

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 3/2/18

Acc#I20160000072



Name:	Southern Restaurant Group, LLC
Document #:	
Order #:	10856235

Certified Copy of Arts & Amend:	<input type="checkbox"/>			
Plain Copy:	<input type="checkbox"/>			
Certificate of Good Standing:	<input type="checkbox"/>			
	<input type="checkbox"/>			
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	<input type="radio"/> Plain:
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Examiner _____
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Verifier _____
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Ref# _____

Amount: \$ 68.75

Thank you!



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 1, 2018

CT CORP.

*Corrected, please keep original
filing date*

SUBJECT: SOUTHERN RESTAURANT GROUP, LLC
Ref. Number: M09000000610

We have received your document for SOUTHERN RESTAURANT GROUP, LLC and your check(s) totaling \$6000.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The 2018 Annual Report must be filed on the LLC and the Corporation before the merger can be filed.

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.

Tracy L Lemieux
Regulatory Specialist II

Letter Number: 518A00004196

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2018 MAR -2 PM 3:29
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Sections 607.1105 and 607.1107 of the Florida Business Corporation Act.

1. The name, jurisdiction and Florida document number of the surviving entity are as follows:

Name:	Southern Restaurant Group, LLC
Jurisdiction:	Delaware
Entity Type:	Limited Liability Company
FL Doc. No.:	M09000000610

2. The name, jurisdiction and Florida document number of the merging entity are as follows:

Name:	Louisiana Lagniappe, Inc.
Jurisdiction:	Florida
Entity Type:	For Profit Corporation
FL Doc. No.:	H06777

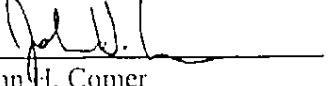
3. The Plan of Merger is attached hereto as Exhibit A.
4. The merger shall become effective at on March 1, 2018.
5. The Plan of Merger was adopted, in accordance with Florida law, by the sole director and sole shareholder of the merging entity on February 26, 2018.
6. The Plan of Merger was adopted, in accordance with Delaware law, by all of the members of the surviving entity on February 26, 2018.
7. The principal office address of the surviving entity is 1771 Scenic Highway 98 East, 2nd Floor North Entrance, Destin, FL 32541. The surviving entity appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger. The surviving entity agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes.

[Signature Page Follows]

FILED
2011 FEB 27 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed as of the 26th day of February, 2018.

SOUTHERN RESTAURANT GROUP, LLC,
a Delaware limited liability company

By: 
Name: John H. Comer
Title: Manager/Authorized Representative

LOUISIANA LAGNIAPPE, INC., a Florida
corporation

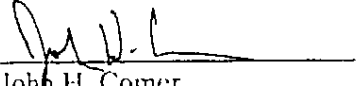
By: 
Name: John H. Comer
Title: President

Exhibit A

Plan of Merger

[See attached]

PLAN OF MERGER

This Plan of Merger (this "Plan of Merger") is entered into as of February 26, 2018, by Southern Restaurant Group, L.L.C., a Delaware limited liability company ("SRG"), and Louisiana Lagniappe, Inc., a Florida corporation (together with SRG, the "Parties"), pursuant to Section 607.1101 et seq. of the Florida Business Corporation Act, Sections 252 and 264(c) of the Delaware General Corporation Law, and Section 18-209 of the Delaware Limited Liability Company Act.

1. Parties to the Merger. The name and jurisdiction of the surviving entity is Southern Restaurant Group, L.L.C., a Delaware limited liability company (hereinafter, the "Surviving Entity"). The name and jurisdiction of the merging entity that will be merged with and into the Surviving Entity is Louisiana Lagniappe, Inc., a Florida corporation (hereinafter, the "Merging Entity").

2. Effective Time. The merger shall be effective on March 1, 2018 ("Effective Time").

3. Merger of Merging Entity with and into Surviving Entity. At the Effective Time, the Merging Entity will be merged with and into the Surviving Entity, and the Surviving Entity will be the surviving entity, with a principal place of business located at 1771 Scenic Highway 98 East, 2nd Floor North Entrance, Destin, FL 32541.

4. Cancellation of Shares of Capital Stock; Deemed Contribution. At the Effective Time, (i) all shares of capital stock in the Merging Entity held by SRG Properties, Inc., a Delaware corporation ("SRG Properties"), which constitutes all of the issued and outstanding capital stock of the Merging Entity, immediately before the Effective Time will be cancelled, and (ii) for tax purposes, SRG Properties shall be deemed to contribute all of the assets of the Merging Entity to the capital of the Surviving Entity and the capital account of SRG Properties in the Surviving Entity shall be credited on account of such capital contribution. Notwithstanding the foregoing, other than the increase to the capital account of SRG Properties on account of its capital contribution of the assets of the Merging Entity to the Surviving Entity, the sharing ratios or membership interests of the members of the Surviving Entity (including SRG Properties) shall remain unchanged as a result of the merger.

5. Assets and Liabilities. At the Effective Time, by operation of law, all of the property, rights, interests and other assets of the Merging Entity will be transferred to and vested in the Surviving Entity, and the Surviving Entity will assume all of the liabilities of the Merging Entity. As and when requested by the Surviving Entity or its successors or assigns, the Merging Entity shall execute and deliver all such instruments and take all such other actions as the Surviving Entity may deem necessary or appropriate in order to vest in the Surviving Entity title to and possession of any property of the Merging Entity or otherwise to carry out the intent and purposes hereof.

6. Organizational Documents. At the Effective Time, the certificate of formation of the Surviving Entity in effect immediately before the Effective Time will continue to be its certificate of formation, without amendment by reason of this Plan of Merger, until changed as

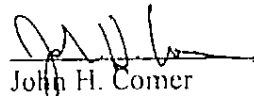
provided by law. The operating agreement of the Surviving Entity in effect immediately before the Effective Time will continue to be its operating agreement, without amendment by reason of this Plan of Merger, until changed as provided therein or by law. The managers and officers of the Surviving Entity in office immediately prior to the Effective Time will continue in office as provided by the terms of their appointment.

7. Filing of Certificate of Merger. On or before the Effective Time, the Surviving Entity will file articles of merger with the Florida Department of State and a certificate of merger with the Delaware Secretary of State, as required, respectively, by Section 607.1105 and 607.1107 of the Florida Business Corporation Act, as amended, Sections 252 and 264(c) of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act.

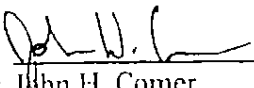
[Signature Page Follows]

IN WITNESS WHEREOF, the Parties to this Plan of Merger have caused this Plan of Merger to be executed by their respective authorized representatives as of the date first set forth above.

SOUTHERN RESTAURANT GROUP, LLC

By: 
Name: John H. Comer
Title: Manager

LOUISIANA LAGNIAPPE, INC.

By: 
Name: John H. Comer
Title: President