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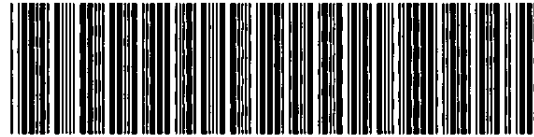
(Business Entity Name)

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T. HAMPTON

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: RICKY SOTO

DATE: 06/29/2012

REF. #: 000162.169030

CORP. NAME: PDQ CARROLLWOOD MS, LLC (a Florida LLC) merging into PDQ CARROLLWOOD, LLC (a Delaware LLC)

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 54500 **FOR \$** 50.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

CERTIFICATE OF MERGER
OF
PDQ CARROLLWOOD MS, LLC, A FLORIDA LIMITED LIABILITY COMPANY
42000070699 INTO
PDQ CARROLLWOOD, LLC, A DELAWARE LIMITED LIABILITY COMPANY
712000003509

Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act (the "Act"), PDQ CARROLLWOOD MS, LLC, a Florida limited liability company (the "Merging Company"), and PDQ CARROLLWOOD, LLC, a Delaware limited liability company (the "Surviving Company"), adopt the following Certificate of Merger for the purpose of merging the Merging Company into the Surviving Company (the "Merger").

Article I
Plan of Merger

The plan of merger for the Merger (the "Plan of Merger") within the meaning of Section 608.438(3) of the Act is as set forth in Exhibit A to this Certificate of Merger, which is incorporated herein and made part of this Certificate of Merger for all purposes.

Article II
Statement of Approval

The Plan of Merger was approved by the Merging Company in accordance with the applicable provisions of Chapter 608 of the Act and the Plan of Merger was approved by the Surviving Company in accordance with the provisions of Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

Article III
Compliance with Laws and Agreements

The Merger is permitted under the laws of the State of Florida and is not prohibited by the articles of organization or certificate of formation, as applicable, or the operating agreement of any limited liability company that is a party to the Merger.

Article IV
Effective Date

The Merger shall become effective upon the later of the filing of this Certificate of Merger with the Department of State of the State of Florida or the filing of a Certificate of Merger with the Secretary of State of the State of Delaware for the Merger.

Article V
Principal Office

The Surviving Company's principal office address is: 3717 West North B Street, Tampa, Florida 33609.

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Article VI
Appraisal Rights

The Surviving Company agrees to pay any members with appraisal rights the amount, if any, to which such members are entitled under Sections 608.4351 – 608.43595 of the Act.

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IN WITNESS WHEREOF, this Certificate of Merger has been executed in accordance with the requirements of Section 608.4382 of the Act by the parties as of June 29, 2012.

PDQ CARROLLWOOD MS, LLC,
a Florida limited liability company

By: yc
Print Name: Nicholas J. Reader
Title: Authorized Representative

PDQ CARROLLWOOD, LLC,
a Delaware limited liability company

By: CAPTIVA MVP RESTAURANT
PARTNERS LLC, a Florida limited liability
company, as its Manager

By: yc
Nicholas J. Reader, Vice President

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EXHIBIT A
AGREEMENT AND PLAN OF MERGER

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**AGREEMENT
AND
PLAN OF MERGER
OF
PDQ CARROLLWOOD MS, LLC
INTO
PDQ CARROLLWOOD, LLC**

This AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") is made and entered into as of June 29, 2012, by and between PDQ CARROLLWOOD MS, LLC, a Florida limited liability company (the "Merging Entity"), and PDQ CARROLLWOOD, LLC, a Delaware limited liability company (the "Surviving Entity"), pursuant to Section 608.438 of the Florida Limited Liability Company Act (the "Florida Act") and Title 6, Section 18-209 of the Delaware Limited Liability Company Act (the "Delaware Act").

Background

The Merging Entity was formed as a limited liability company under the laws of the State of Florida on May 22, 2012 and is in good standing. The Merging Entity is a wholly-owned, direct subsidiary of MVP PDQ Propco LLC, a Florida limited liability company (the "Sole Member"). The Surviving Entity was formed as a limited liability company under the laws of the State of Delaware on March 2, 2012 and is in good standing. The Merging Entity will merge with and into the Surviving Entity and the separate existence of the Merging Entity will cease (the "Merger"). The Surviving Entity will survive and own all of the rights and property and be subject to all of the liabilities of the Merging Entity.

Operative Terms

1. Parties to the Merger. The name of each constituent organization that is a party to the Merger and the jurisdiction of formation are as follows:

Name	Merging/ Surviving Entity	Jurisdiction of Formation	Entity Type	Document/ Registration No.
PDQ Carrollwood MS, LLC	Merging Entity	Florida	Limited Liability Company	L12000070699
PDQ Carrollwood, LLC	Surviving Entity	Delaware	Limited Liability Company	DE5118408

2. Merger. Upon the terms set forth in this Plan of Merger, and in accordance with the applicable provisions in the Florida Act and the Delaware Act, at the Effective Time (as defined in Section 3 below), the Merging Entity shall be merged with and into the Surviving Entity. Following the Effective Time, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall continue as the surviving entity in the Merger.

3. Effective Time. The Surviving Entity will cause a Certificate of Merger to be filed with the Secretary of State of the State of Delaware ("Delaware SOS") and a Certificate of Merger to be filed with the Department of State of the State of Florida (the "Department"). The Merger shall be effective upon the later of the filing of the Certificate of Merger with the Delaware SOS or the filing of the Certificate of Merger with the Department (the "Effective Time").

4. Effect of the Merger. The Merger shall have the effects set forth in this Plan of Merger and the applicable provisions of the Florida Act and Delaware Act.

5. Conversion of Merging Entity Membership Interests. At the Effective Time, as a result of the Merger and without any further action on the part of any of the Surviving Entity, the Merging Entity or any of their respective managers or members:

(a) All of the membership interests of the Merging Entity then owned by the Sole Member shall be converted into the right to receive an aggregate amount of \$1,639,300.45 in cash; and

(b) All other outstanding membership interests of the Merging Entity (if any) shall automatically be cancelled and retired, and shall cease to exist.

6. Surviving Entity Limited Liability Company Interests. Upon the Effective Time, the outstanding limited liability company interests of the Surviving Entity shall be unaffected by the Merger.

7. Counterpart. This Plan of Merger may be executed in any number of counterparts (whether facsimile or portable document format (PDF)), each such counterpart being deemed to be an original instrument, and all such counterparts shall together constitute the same agreement.

8. Governing Law. This Plan of Merger shall be deemed to be made in and in all respects shall be interpreted, construed and governed by and in accordance with the laws of the State of Florida, without regard to the conflict of law principles thereof.

9. Severability. The provisions of this Plan of Merger shall be deemed severable and the invalidity or unenforceability of any provision shall not affect the validity or enforceability of the other provisions hereof. If any provision of this Plan of Merger, or the application thereof to any person or any circumstance, is invalid or unenforceable, (a) a suitable and equitable provision shall be substituted therefore in order to carry out, so far as may be valid and enforceable, the intent and purpose of such invalid or unenforceable provision and (b) the remainder of this Plan of Merger and the application of such provision to other persons or circumstances shall not be affected by such invalidity or unenforceability, nor shall such invalidity or unenforceability affect the validity or enforceability of such provision, or the application thereof in any other jurisdiction.

10. Entire Agreement; No Third-Party Beneficiaries. This Plan of Merger (including the documents and instruments referred to herein) (a) constitutes the entire agreement, and supersedes all prior agreements and understandings, both written and oral, among the parties with respect to the subject matter of this Plan of Merger and (b) is not intended to confer upon any person other than the parties any rights or remedies.

11. Further Assurances. The parties shall execute and deliver such further instruments and do such further acts and things as may be required to carry out the intent and purposes of this Plan of Merger.

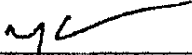
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SIGNATURE PAGE
TO
AGREEMENT
AND
PLAN OF MERGER
OF
PDQ CARROLLWOOD MS, LLC
INTO
PDQ CARROLLWOOD, LLC


IN WITNESS WHEREOF, this Plan of Merger has been approved by each constituent organization that is a party to the Merger in accordance with the requirements of Section 608.4381 of the Florida Act and Section 18-209 of the Delaware Act as of June 29, 2012.

PDQ CARROLLWOOD MS, LLC,
a Florida limited liability company

By: 
Print Name: Nicholas J. Reader
Title: Authorized Representative

PDQ CARROLLWOOD, LLC,
a Delaware limited liability company

By: CAPTIVA MVP RESTAURANT PARTNERS
LLC, a Florida limited liability company, as its
Manager

By: 
Nicholas J. Reader, Vice President