

M120000005705

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ MAIL

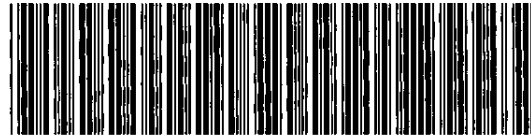
(Business Entity Name)

(Document Number)

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FILED

2012 OCT 11 AM 11:22

2012 OCT 11 AM 11:22  
TALLAHASSEE, FLORIDA

J. BRYAN

OCT 12 2012

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** B&B HOLDINGS OF MIAMI, LLC  
Name of Surviving Party

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

Please return all correspondence concerning this matter to:

James D'Loughy, Esq.

Contact Person

ADVISORLAW, PLLC

Firm/Company

2855 PGA Boulevard

Address

Palm Beach Gardens, FL 33410

City, State and Zip Code

jdloughy@advisor-law.com

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

**FILED**  
2012 OCT 11 AM 11:22  
TALLAHASSEE, FL 32314

For further information concerning this matter, please call:

James D'Loughy

Name of Contact Person

at ( 561 )

622-7788

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Certificate of Merger  
For  
Florida Limited Liability Company**

**FILED**  
OCT 11 AM 11:22  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF MIAMI  
FLORIDA

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, 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>
B&B Holdings of Miami	Florida	LLC #L09000050291
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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>
B&B Holdings of Miami	Delaware	LLC #M12000005705

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the 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:

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

318 South U.S. Highway 1

Suite 210

Jupiter, Florida 33477

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 318 South U.S. Highway 1

Suite 210

Jupiter, Florida 33477

Mailing address: 318 South U.S. Highway 1

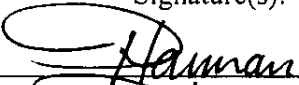
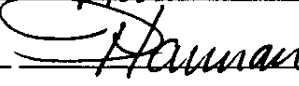
Suite 210

Jupiter, Florida 33477

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

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2019 OCT 11 AM 11:22  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
B&B Holdings of Miami, LLC		Tony Hannan
B&B Holdings of Miami, LLC		Tony Hannan

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 a member or authorized representative

<b><u>Fees:</u></b> 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

<b><u>Certified Copy (optional):</u></b>	\$30.00
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## PLAN OF MERGER

**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>
B&B Holdings of Miami	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>
B&B Holdings of Miami	Delaware	LLC

**THIRD:** The terms and conditions of the merger are as follows:

B&B Holdings of Miami, LLC a Florida Limited Liability Company shall be merged with and into the surviving entity under the laws of the state of Delaware. As a result of the Merger, the separate corporate existence of B&B Holdings of Miami, LLC, a Florida Limited Liability Company shall cease and the entity shall continue as the surviving business entity B&B Holdings of Miami, LLC, a Delaware Limited Liability Company. The merger shall be effective on the date of filing of the certificate of merger.

*(Attach additional sheet if necessary)*

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2012 OCT 11 AM 11:22  
TALLAHASSEE COUNTY FLORIDA  
CLERK OF CIRCUIT COURT

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OCT 11 AM 11:22  
FALLA

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Each interest, share, obligation or other securities of the merged party will be

equally converted into the new surviving entity (B&B Holdings of Miami, LLC, a

Delaware Limited Liability Company) after merger.

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*(Attach additional sheet if necessary)*

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

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*(Attach additional sheet if necessary)*

**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

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*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

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*(Attach additional sheet if necessary)*

FILED  
OCT 11 AM 11:22  
CLERK OF SUPERIOR COURT  
JULIA A. HARRIS