

P010000000931

CSC
1201 HAYS STREET
TALLAHASSEE, FL 32301

CONTACT: Sandy Mathis ext 1165

ACCOUNT #: 072100000032

REF#: 961546

AUTHORIZATION:

Patricia Pijet

COST LIMIT: 68.75

600003532896--6

ORDER DATE: 1/11/2001

ENTITY NAME: Tortilleria La Rancherita into
CLW of Bonia Corporation

DOMESTIC FILING

FOREIGN FILING

☒ ARTICLES OF merger

☐ CERTIFICATE OF LIMITED PARTNERSHIP

☐ QUALIFICATION

☐ CERTIFICATE OF LLC

☐ ARTICLES OF AMENDMENT

PLEASE RETURN

☐ STAMPED COPY

☒ CERTIFIED COPY

☐ CERTIFICATE OF GOOD STANDING

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

10-11-01

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

TORTILLERIA LA RANCHERITA, L.L.C., A FLORIDA ENTITY L00000000036

INTO

CLW OF BONITA CORPORATION which changed its name to

TORTILLERIA LA RANCHERITA, INC., a Florida entity, P01000000931.

File date: January 11, 2001

Corporate Specialist: Trevor Brumbley

Account number: 072100000032

Amount charged: 68.75

**ARTICLES OF MERGER
OF
TORTILLERIA LA RANCHERITA, L.L.C.
AND
CLW OF BONITA CORPORATION**

10000000036
THESE ARTICLES OF MERGER are made and entered into by and between TORTILLERIA LA RANCHERITA, L.L.C., a Limited Liability Company, duly formed and existing under the laws of the State of Florida, and, CLW OF BONITA CORPORATION, a corporation, duly formed and existing under the laws of the State of Florida, all pursuant to the provisions of Chapters 608 and 607 of the Statutes of the State of Florida, *1000000003*

1. The Plan of Merger. A Plan of Merger was adopted by each of the constituent business entities, a true full and correct copy of which is attached hereto, marked EXHIBIT "A", and incorporated herein by reference.

2. Approval By Limited Liability Company. The Plan of Merger was approved by TORTILLERIA LA RANCHERITA, L.L.C., the Limited Liability Company that is a party to the merger, in accordance with the applicable provisions of Chapter 608 of the Statutes of The State of Florida.

3. Approval By Corporation. The Plan of Merger was approved by CLW OF BONITA CORPORATION, the corporation that is a party to the merger, in accordance with the applicable provisions of Chapter 607 of the Statutes of The State of Florida. The Plan of Merger was approved by the board of directors of the said corporation on January 8, 2001, and was approved by the sole incorporator on that same date, the approval of shareholders not being required because at the time of such approval, no shares of stock of the said corporation had been issued.

4. Effective Date of Merger. The effective date of the merger shall be on the date these Articles are filed with the Secretary of State of Florida.

5. Surviving Business Entity and Change of Name. The surviving business entity of this merger is the corporation, CLW OF BONITA CORPORATION, and which corporation simultaneously herewith changes its name to as follows: TORTILLERIA LA RANCHERITA, INC.

6. Amendment and Restatement of Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the surviving Corporation are herewith and hereby amended and restated in their entirety, to read as follows:

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"ARTICLES OF INCORPORATION
OF
TORTILLERIA LA RANCHERITA, INC.

ARTICLE I

The name of the corporation (the "Corporation") is TORTILLERIA LA RANCHERITA, INC., whose principal office shall be located at 26751 Old U.S. 41 Rd., Unit #3, Bonita Springs, Florida 34135.

ARTICLE II

The purpose or purposes for which the Corporation is organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is Five Hundred (500) shares of common stock, and the par value of each such share is One and No/100 Dollar (\$1.00) per share, amounting in the aggregate to Five Hundred and No/100 Dollars (\$500.00).

ARTICLE IV

The street address of the initial registered office of the Corporation is 28000 Spanish Wells Blvd., Suite 220, Bonita Springs, Florida 34135, and the name of its initial registered agent at such address is David L. Wolfe.

ARTICLE V

The number of directors constituting the initial Board of Directors of the Corporation is Two (2) and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and

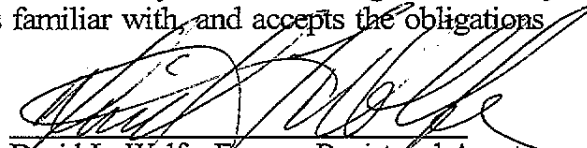
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qualified are as follows:

PAUL JUDICE
26751 Old U.S. 41 Rd., Unit #3
Bonita Springs, Florida 34135

YESINIA OLVERA
26751 Old U.S. 41 Rd., Unit #3
Bonita Springs, Florida 34135"

7. Consent of Registered Agent. David L. Wolfe, having been designated to act as registered agent of TORTILLERIA LA RANCHERITA, INC., under and pursuant to the hereinabove Amended Articles of Incorporation, simultaneously with such designation hereby agrees to act in this capacity; and, states that he is familiar with, and accepts the obligations of that position.


David L. Wolfe, Esq., as Registered Agent

IN WITNESS WHEREOF, these ARTICLES OF MERGER are executed by the authorized officers of the respective business entities in accordance with the provisions of Chapter 607 and 608 of the Statutes of The State of Florida, on the 10th day of January, 2001.

CLW OF BONITA CORPORATION,
a Florida corporation,

by, 

David L. Wolfe, its sole director and
sole incorporator

TORTILLERIA LA RANCHERITA, L.L.C., a
Florida Limited Liability Company,

by, 

YESINIA OLVERA, its Manager, and one
of its two Members

and, 

PAUL JUDICE, its Manager, and one of
its two Members

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**PLAN OF MERGER
OF
TORTILLERIA LA RANCHERITA, L.L.C.
AND
CLW OF BONITA CORPORATION**

THIS PLAN OF MERGER is made and entered into as of the 8th day of January, 2001, by and between TORTILLERIA LA RANCHERITA, L.L.C., a Limited Liability Company, duly formed and existing under the laws of the State of Florida, and herein referred to as "Tortilleria", and, CLW OF BONITA CORPORATION, a corporation, duly formed and existing under the laws of the State of Florida, and herein referred to as "CLW", pursuant to the provisions of Chapters 608 and 607 of the Statutes of the State of Florida,

W I T N E S S E T H

Whereas, Tortilleria and CLW desire to enter into and conduct a merger of themselves as business entities, pursuant to the terms of which Tortilleria will merge into CLW and CLW will be the surviving entity, and will simultaneously therewith change its name to "TORTILLERIA LA RANCHERITA, INC.", for the purpose of continuing the business and affairs of the two entities in corporate form, but preserving to the business the name of Tortilleria, and the parties here wish to set forth the terms and provisions of such Plan of Merger,

NOW THEREFORE, for and in consideration of the mutual promises and covenants herein made and the exchange of percentage share interests and stock as hereinafter provided, it is agreed, as follows:

1. Preamble. The recitals of this Plan of Merger, as set forth in the preamble hereto are essential for the construction and interpretation of this Plan of Merger, and are incorporated herein by this reference.

2. Constituent Parties To The Merger.

(a) The name of the Limited Liability Company, and the jurisdiction of formation, that is a constituent business entity to this merger is:

TORTILLERIA LA RANCHERITA, L.L.C., duly formed and existing under the laws of the State of Florida.

(b) The name of the corporation, and the jurisdiction of formation, that is a constituent business entity to this merger is:

CLW OF BONITA CORPORATION, duly formed and existing under the laws of the State of Florida.

EXHIBIT A

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(c) CLW OF BONITA CORPORATION shall be the surviving business entity as a result of this merger, and shall simultaneously therewith change its name to: TORTILLERIA LA RANCHERITA, INC.; and, shall restate its articles of incorporation in the manner approved by the constituent parties to this merger.

(d) There are no other business entities who are constituent parties to this merger.

3. The Terms And Conditions of The Merger. There are two members of the Limited Liability Company, who each own a 50% interest in all of the issued and outstanding Percentage Share Interests of Tortilleria. Tortilleria shall be deemed to have distributed all of its assets to the Members of Tortilleria, who shall simultaneously therewith transfer all of said assets and properties to CLW, in exchange for 250 shares each of the common capital stock of CLW, and which will be 50% each of all of the issued and outstanding shares of CLW, in a transaction, that is known for purposes of federal income tax law as a Section 351 Transfer to a controlled corporation.

4. Effective Date of Merger. The effective date of the merger shall be on the date the certificate of merger is filed with the Secretary of State of Florida.

5. Approval of Plan of Merger. This Plan of Merger is approved by the sole member of the Board of Directors CLW, the corporation, and its sole incorporator, by execution of this Plan and Agreement; and, is approved by all of the Members of Tortilleria, the Limited Liability Company, by execution of this Plan and Agreement.

IN WITNESS WHEREOF, the undersigned have hereunto set their signatures and seals as of the date first written above, in approval and adoption of this Plan and Agreement.

CLW OF BONITA CORPORATION, a Florida
Corporation

by, 

David L. Wolfe, as both the sole director
of the corporation, and its sole incorporator
prior to issuance of shares

TORTILLERIA LA RANCHERITA, L.L.C.,
a Florida Limited Liability Company,

by, 

YESINIA OLVERA, Manager and Member, for
the Limited Liability Company, and individually as

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Member/owner of 50% of the Percentage Share Interests of the
Limited Liability Company

and,

by, 

PAUL JUDICE, Manager and Member, for
the Limited Liability Company, and individually as
Member/owner of 50% of the Percentage Share Interests of the
Limited Liability Company

APPROVE
AND
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