

PD1000055799

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

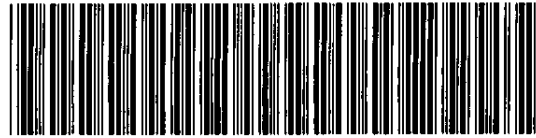
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04/26/17--01001--006 **70.00

04/26/17--01001--007 **8.75

Merger
APR 26 2017
R. WHITE

RECEIVED
DEPARTMENT OF STATE
17 APR 25 PM 4:08
17 APR 25 AM 8:10

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Bono's of America, Inc

The Original Bono's, Inc.

Merger filing

Signature _____

Requested by: SETH

04/25/17

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

ARTICLES OF MERGER

17 APR 25 AM 8:10

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Bono's of America, Inc.	Florida	P01000055799

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
The Original Bono's, Inc.	Florida	L58617

Third: The Plan of Merger is attached.

Fourth: The Plan of Merger shall become effective at 11:59 p.m. on April 30, 2017.

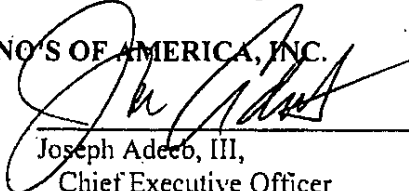
Fifth: The Plan of Merger was adopted by the Board of Directors and approved by the shareholders of the surviving corporation, Bono's of America, Inc., on 3-27-17.

Sixth: The Plan of Merger was adopted by the Board of Directors and approved by the shareholders of the merging corporation, The Original Bono's, Inc., on 3-27-17.

IN WITNESS WHEREOF, these Articles of Merger have been executed by Bono's of America, Inc. and The Original Bono's, Inc. as of the date set forth below.

BONO'S OF AMERICA, INC.

By:

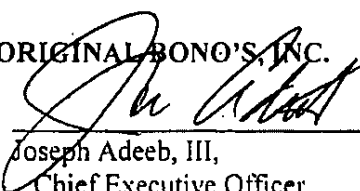

Joseph Adeeb, III,
Chief Executive Officer

Date:

3/8/17

THE ORIGINAL BONO'S, INC.

By:


Joseph Adeeb, III,
Chief Executive Officer

Date:

3/8/17

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Fla. Stat., and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Bono's of America, Inc.	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
The Original Bono's, Inc.	Florida

Third: The terms and conditions of the merger are as follows:

This merger shall be effective at 11:59 p.m. on April 30, 2017 (hereinafter the "Effective Date"). Effective on the Effective Date, The Original Bono's, Inc. will merge with and into Bono's of America, Inc. and the separate corporate existence of The Original Bono's, Inc. will cease. Bono's of America, Inc. will continue in existence, as the surviving party to such merger, under the name Bono's of America, Inc.

Fourth: As of the date hereof, the following persons are the owners of all of the outstanding capital stock in and to the above-named corporations:

The Original Bono's, Inc.

<u>Shareholder Name</u>	<u>Number of Shares</u>
Joseph Adeeb, III	390
T. Wayne Davis	55
Joshua and Kirsten Martino	55
Sterling Properties BBQ, LLC	55

Bono's of America, Inc.

<u>Shareholder Name</u>	<u>Number of Shares</u>
Joseph Adeeb, III	700
T. Wayne Davis	100
Joshua and Kirsten Martino	100
Sterling Properties BBQ, LLC	100

On the Effective Date of the merger, the currently issued and outstanding shares of each of the shareholders of The Original Bono's, Inc. and of each of the shareholders of Bono's of America, Inc. shall be deemed cancelled without the need for the taking of any further action

thereon and shares of Bono's of America, Inc. shall be issued in the name of each such shareholder, as set forth below:

<u>Shareholder Name</u>	<u>Number of Shares to be Issued</u>	<u>Total Shares of Bono's of America, Inc. Owned after Merger</u>
Joseph Adeeb, III	700	700
T. Wayne Davis	100	100
Joshua and Kirsten Martino	100	100
Sterling Properties BBQ, LLC	100	100

On the Effective Date of the merger the stock transfer book of The Original Bono's, Inc. shall be closed and no further transfers of shares of The Original Bono's, Inc. shall thereafter be recorded thereon.

Fifth: The statutory merger of the above-named corporations, pursuant to the provisions of § 368(a)(1) of the Internal Revenue Code, is based in part on the simplification of business records and tax paperwork, and the elimination of duplicate work and expenses in the administration and accounting of the above-named corporations. The availability of greater working capital will also be beneficial to both corporations. Further, Bono's of America, Inc., as the surviving corporation in such merger, will be able to carry on its combined business more efficiently and effectively, with greater resources, and with a better opportunity to benefit the combined lines of business.

Sixth: This Plan of Merger shall be submitted to the shareholders of the corporate parties to this merger as required by the applicable laws of the State of Florida. If this Plan of Merger is duly authorized and adopted by the requisite votes or written consents of the shareholders of the corporate parties to this merger, Articles of Merger shall be executed and delivered to the Secretary of State of the State of Florida as soon as practicable after the approval of the shareholders of the corporate parties to this merger has been given.

Seventh: From and after the Effective Date the Articles of Incorporation of Bono's of America, Inc., as in effect immediately prior to the Effective Date, shall remain in effect as the Articles of Incorporation of Bono's of America, Inc. until duly amended as permitted by law.

Eighth: From and after the Effective Date the Bylaws of Bono's of America, Inc., as in effect immediately prior to the Effective Date, shall remain in effect as the Bylaws of Bono's of America, Inc. until duly amended as permitted by law.

Ninth: From and after the Effective Date, the persons who are serving as the Officers and Directors of Bono's of America, Inc., as set forth below, shall remain in such office and continue to serve until the next annual or special meeting of the Board of Directors and shareholders of Bono's of America, Inc. at which Officers and Directors of Bono's of America, Inc. are elected to office.

Directors

Joseph Adeeb, III

Officers

Joseph Adeeb, III

Joshua Martino

Office

Chief Executive Officer
and Secretary/Treasurer

President and Chief Operating Officer

Tenth: This Plan of Merger may be amended, modified, or supplemented with the approval of the Board of Directors and Shareholders of each of the parties to this merger.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date set forth below.

BONO'S OF AMERICA, INC.

By: 

Joseph Adeeb, III,
Chief Executive Officer

Date: 3/8/17

By: 

Joshua Martino,
President

Date: 3-8-17

THE ORIGINAL BONO'S, INC.

By: 

Joseph Adeeb, III,
Chief Executive Officer

Date: 3/8/17

By: 

Joshua Martino,
President

Date: 3-8-17