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Dawn Cardenas 800 432-3622

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Florida Department of State  
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**MERGER OR SHARE EXCHANGE**

**Team J.A.S., Inc.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
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**ARTICLES OF MERGER  
OF  
TEAM J.A.S., INC. AND  
TJAS MERGER SUB, INC.**

**November 4, 2016**

**ARTICLE I**

The name of the surviving corporation of the merger is Team J.A.S., Inc, a Florida corporation, No. P0100083993.

**ARTICLE II**

The name of the merging corporation of the merger is TJAS Merger Sub, Inc., a Florida corporation, No. P16000086193.

**ARTICLE III**

A copy of the Plan of Merger is attached hereto as Exhibit A.

**ARTICLE IV**

The merger will become effective as of the date these Articles of Merger are filed with the Secretary of State of the State of Florida.

**ARTICLE V**

The Plan of Merger was adopted by the shareholders of the surviving corporation on October 31, 2016.

**ARTICLE VI**

The Plan of Merger was adopted by the shareholders of the merging corporation on November 1, 2016.

[Signature Page Follows.]

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be duly executed as of the date first written above.

TEAM J.A.S., INC.

By: 

Name: Andrew Sanfilippo

Title: President

TJAS MERGER SUB, INC.

By: \_\_\_\_\_

Name: Henry Gibson

Title: Authorized Signatory

(Signature Page to Articles of Merger)

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be duly executed as of the date first written above.

**TEAM J.A.S., INC.**

By: \_\_\_\_\_  
Name: Andrew Sanfilippo  
Title: President

**TJAS MERGER SUB, INC.**

By: \_\_\_\_\_  
Name: Henry Gibson  
Title: Authorized Signatory

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**Exhibit A**  
**Plan of Merger**

See attached.

[Exhibit A]

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## PLAN OF MERGER

November 4, 2016

### RECITALS:

WHEREAS, Team J.A.S., Inc. ("Team JAS") is a corporation organized and existing under the laws of the State of Florida, and has a capitalization of 1,000 authorized shares of \$1.00 common stock, of which 100 shares are issued and outstanding;

WHEREAS, TIAS Merger Sub, Inc. ("Merger Sub") is a corporation organized and existing under the laws of the State of Florida, and has a capitalization of 1,000 authorized shares of \$0.001 common stock, of which 1,000 shares are issued and outstanding;

WHEREAS, EEIF Management USA, Inc., a Delaware corporation ("Parent"), owns 100% of the issued and outstanding shares of common stock of Merger Sub;

WHEREAS, Andrew P. Sanfilippo and Judy A. Sanfilippo (the "Shareholders") own 100% of the issued and outstanding shares of common stock of Team JAS;

WHEREAS, pursuant to that certain Agreement and Plan of Merger, dated as of the date hereof, by and among Team JAS, Parent, Merger Sub, and the Shareholders (the "Agreement"), Parent wishes to acquire, and the Shareholders wish to sell, Team JAS via a merger (the "Merger") of Merger Sub with and into Team JAS with Team JAS being the surviving corporation of the Merger and a wholly owned subsidiary of Parent;

WHEREAS, the respective Boards of Directors of Merger Sub and Team JAS deem that the Merger is in the best interest of each of Merger Sub and Team JAS and have each approved and adopted the Agreement, this Plan of Merger, and the transactions contemplated thereby and recommend the Agreement, this Plan of Merger, and the transactions contemplated thereby to the respective shareholders of Team JAS and Merger Sub for approval; and

WHEREAS, the parties to the Agreement have agreed as follows;

1. **Surviving Corporation.** Team JAS will be the surviving corporation of the Merger (the "Surviving Corporation").
2. **Merging Corporation.** Merger Sub will be the merging corporation of the Merger.
3. **Terms and Conditions.** Pursuant to the Agreement and in accordance with the FBCA, Team JAS and Merger Sub shall consummate the Merger pursuant to which (a) Merger Sub shall be merged with and into Team JAS and the separate corporate existence of Merger Sub shall thereupon cease, (b) Team JAS shall be the Surviving Corporation and shall continue to be governed by the FBCA and (c) the separate corporate existence of Team JAS with all its rights, privileges, immunities, powers and franchises shall continue unaffected by the Merger. All rights and property of Team JAS and Merger Sub shall vest in the Surviving Corporation, and all liabilities of Team JAS and Merger Sub shall become liabilities of the Surviving Corporation.

4. **Conversion of Shares.** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

- (a) Each share of common stock, par value \$0.001 per share, of Merger Sub issued and outstanding immediately prior to the effective time of the Merger shall, by virtue of the Merger and without any action on the part of Merger Sub, Team JAS or the shareholders thereof, be converted into one fully paid and nonassessable share of common stock, par value \$0.001 per share, of the Surviving Corporation following the Merger, and such shares shall be owned and held by Parent and shall constitute the only outstanding shares of capital stock of the Surviving Corporation.
- (b) As of the effective time of the Merger, by virtue of the Merger and without any action on the part of Merger Sub, Team JAS or the shareholders thereof, all shares of Team JAS shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each holder of the shares of Team JAS shall cease to have any rights with respect thereto, except the right to receive the amounts specified in Section 1.6(b) of the Agreement and any other rights set forth in the Agreement.

5. **Articles of Incorporation.** The articles of incorporation of the Surviving Corporation shall be amended and restated in their entirety as set forth in Exhibit A attached hereto.

6. **Bylaws.** The bylaws of Merger Sub, as in effect immediately prior to the effective time of the Merger shall be the bylaws of the Surviving Corporation, until thereafter amended as provided by law and by the terms of the articles of incorporation and the bylaws of the Surviving Corporation.

7. **Directors and Officers.** At the effective time of the Merger and by virtue of the Merger, the members of the board of directors of Merger Sub and the officers of Merger Sub immediately prior to the effective time of the Merger shall be the members of the board of directors and the officers of the Surviving Corporation, respectively, each to hold office in accordance with the articles of incorporation and bylaws of the Surviving Corporation.

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**Exhibit A**  
**Amended & Restated Articles of Incorporation**

See attached.



**AMENDED & RESTATED ARTICLES OF INCORPORATION  
OF  
TEAM J.A.S., INC.**

**November 4, 2016**

**FIRST:** Pursuant to the Articles of Merger and Plan of Merger executed by TJAS Merger Sub, Inc., a Florida corporation ("Merger Sub"), and Team J.A.S., Inc., a Florida corporation (the "Corporation"), Merger Sub will merge with and into the Corporation with the Corporation being the surviving company of such merger.

**SECOND:** the respective boards of directors and shareholders of Merger Sub and the Corporation duly adopted the Articles of Merger and Plan of Merger, including the amendment and restatement of the Articles of Incorporation of the Corporation as set forth herein.

**THIRD:** The text of the Articles of Incorporation of the Corporation are hereby amended and restated as set forth in full below, and shall supersede the original Articles of Incorporation and all amendments to them.

**ARTICLE I**

The name of the corporation is Team J.A.S., Inc. (the "Corporation").

**ARTICLE II**

The street address of the current principal office and mailing address of the Corporation is 8493 Baymeadows Way, Jacksonville, Florida 32256. The Corporation's principal office may be relocated, within or without the State of Florida, from time to time as determined by the Board of Directors.

**ARTICLE III**

The Corporation is organized to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV**

The Corporation is authorized to issue one thousand (1,000) shares of common stock, each having a par value \$0.001 per share.

**ARTICLE V**

The number of directors which shall constitute the whole Board shall be fixed by, or in the manner provided in, the bylaws of the Corporation.

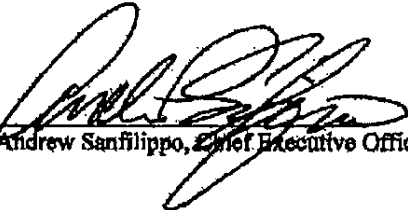
**ARTICLE VI**

The address of the registered agent of the Corporation in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324. The name of its registered agent at such address is CT Corporation System.

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IN WITNESS WHEREOF, the undersigned has caused these Articles of Incorporation to be duly executed as of the date first written above.

  
Andrew Sanfilippo, Chief Executive Officer

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**CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of TIAS Merger Sub, Inc., a Florida corporation (the "Corporation") in the Corporation's Articles of Incorporation.

Having been named as registered agent and to accept services of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 28th day of October, 2016.

CT CORPORATION SYSTEM

By: Denise Bell  
Name: Denise Bell  
Title: Assistant Secretary