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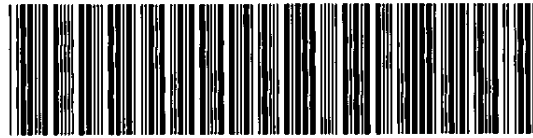
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PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 06-02-08

NAME: SERGIO ZYMAN COMPANY

TYPE OF FILING: MERGER

COST: \$70 + \$8.75 = \$78.75

RETURN: *Certified Copy*

ACCOUNT: FCA0000000015

AUTHORIZATION: ABBIE/PAUL HODGE

[Handwritten signature]



**ARTICLES OF MERGER
MERGING
SERGIO ZYMAN & COMPANY
(a Georgia corporation)
WITH AND INTO
SERGIO ZYMAN & COMPANY
(a Florida corporation)**

**EFFECTIVE DATE
06-15-08**

Pursuant to the provisions of the Florida Business Corporation Act, Sergio Zyman & Company, a Georgia corporation, and Sergio Zyman & Company, a Florida corporation, do hereby execute and adopt the following Articles of Merger:

FIRST: Annexed hereto as Exhibit A and made a part hereof is the Plan of Merger merging Sergio Zyman & Company, a corporation incorporated under the laws of the State of Georgia (the "Merged Corporation"), with and into the Sergio Zyman & Company, a corporation incorporated under the laws of the State of Florida (the "Surviving Corporation") (the "Plan of Merger").

SECOND: The Plan of Merger was approved by the sole shareholder of both the Merged Corporation and the Surviving Corporation by written consent on May 22, 2008.

THIRD: The merger of the Merged Corporation and the Surviving Corporation is permitted by the laws of Georgia and has been authorized in compliance with said laws.

FOURTH: The merger shall be effective on June 15, 2008.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXECUTED to be effective the 15th day of June, 2008.

EXECUTED on May 22, 2008.

**SERGIO ZYMAN & COMPANY,
a Georgia corporation,
the Merged Corporation**

By: 

Name: Sergio Zyman

Title: Chief Executive Officer

**SERGIO ZYMAN & COMPANY,
a Florida corporation,
the Surviving Corporation**

By: 

Name: Sergio Zyman

Title: President

Exhibit A
Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and adopted as of the 22nd day of May, 2008 (the "Plan"), by SERGIO ZYMAN & COMPANY, a Florida corporation ("Florida Co.", and sometimes referred to as the "Surviving Corporation"), and SERGIO ZYMAN & COMPANY, a Georgia corporation ("Georgia Co." and sometimes referred to as the "Merged Corporation"), (collectively, the "Constituent Corporations") for the purpose of setting out the time and manner in which the merger of Florida Co. and Georgia Co. will be effected.

W I T N E S S E T H:

WHEREAS, Florida Co. is a corporation organized and existing under the laws of the State of Florida, its Articles of Incorporation having been filed in the Office of the Department of State of Florida on May 14, 2004;

* * *

WHEREAS, Georgia Co. is a corporation organized and existing under the laws of the State of Georgia, its Articles of Incorporation having been filed in the Office of the Secretary of State of Georgia on September 25, 1986; and

WHEREAS, Georgia Co. has authorized capital stock consisting of 100,000 shares of common stock, of \$1.00 par value, of which 500 shares are issued and outstanding;

* * *

WHEREAS, each of the Board of Directors of Florida Co. and Georgia Co. has duly approved the Plan and deems it advisable and in the best interests of their respective corporation and shareholders that Georgia Co. merge with and into Florida Co. with Florida Co. being the surviving corporation in the merger, and, following the Effective Date of the Merger (as defined in Article II, Section 1 hereof), the shareholders of Florida Co. shall continue to be the shareholders of Florida Co.;

WHEREAS, each of the shareholders of Florida Co. and Georgia Co. have approved this Plan and the transactions contemplated hereby; and

WHEREAS, the laws of the States of Florida and Georgia permit the merger of the Constituent Corporations into a single corporation which may be one of the Constituent Corporations.

NOW THEREFORE, the terms and provisions whereby Georgia Co. shall be merged, at the Effective Date of the Merger, with and into Florida Co. (the "Merger"), shall be as hereinafter set forth:

ARTICLE I

MERGER; SURVIVING CORPORATION

Georgia Co. shall be merged at the Effective Date of the Merger with and into Florida Co. Florida Co. shall survive the Merger, shall be governed by the laws of the State of Florida and its name shall continue to be Sergio Zyman & Company.

ARTICLE II

TERMS AND CONDITIONS

The terms and conditions of the Merger, and the mode of carrying it into effect, are as follows:

1. Effective Date. The Merger shall become effective upon June 15, 2008, with the filing of the Articles of Merger with the Secretary of State of Georgia pursuant to the applicable provisions of the Georgia Business Corporation Code and the Department of State of Florida pursuant to the applicable provisions of the Florida Business Corporation Act and such other documents as may be required by applicable law and the payment of all fees therefor. The time when the Merger shall become effective (June 15, 2008) is referred to in this Plan as the "Effective Date of the Merger."

2. Effect of Merger. Except as herein otherwise specifically set forth, the corporate identity, existence, purposes, powers, franchises, rights and immunities of Florida Co. shall continue unaffected and unimpaired by the Merger, and the corporate identity, existence, purposes, powers, franchises, rights and immunities of Georgia Co. shall be merged with and into Florida Co. and shall cease to exist separately upon the Effective Date of the Merger.

3. Articles of Incorporation. The Articles of Incorporation of Florida Co., as in effect on the Effective Date of the Merger, shall continue unchanged and in full force and effect as the Articles of Incorporation of the Surviving Corporation until the same shall be altered or amended according to the provisions thereof. Until altered or amended as provided therein or as provided by law, said Articles of Incorporation shall constitute the Articles of Incorporation of Florida Co. separate and apart from this Plan and may be separately certified as the Articles of Incorporation of the Surviving Corporation.

4. Bylaws. The Bylaws of Florida Co., as in effect on the Effective Date of the Merger, shall continue unchanged and in full force and effect as the Bylaws of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with Florida law, the Surviving Corporation's Articles of Incorporation or such Bylaws.

5. Rights of Surviving Corporation. Upon the Effective Date of the Merger, all the rights, privileges, powers and franchises, public or private, of each of the Constituent Corporations, all property, real, personal and mixed of each of the Constituent Corporations, and all debts due to any of the Constituent Corporations on whatever account, as well as for stock subscriptions and all other things in action, and all and every other interest of or belonging to or

due each of the Constituent Corporations, shall vest in the Surviving Corporation without further act or deed as effectually as they were vested in the respective Constituent Corporations.

6. Further Assurances. If, at any time after the Effective Date of the Merger, the Surviving Corporation shall determine or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, the title of any property or rights of Georgia Co. acquired or to be acquired by reason of, or as a result of the Merger, Georgia Co. and its proper officers and directors shall and will execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary or proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Plan. The proper officers and directors of Georgia Co. and the proper officers and directors of Florida Co. are fully authorized in the name of Georgia Co. or otherwise to take any and all such action.

7. Directors and Officers of Surviving Corporation. The directors, committees of directors and officers of Florida Co. in office on the Effective Date of the Merger shall continue in office as, and shall be, the directors, committees of directors and officers of the Surviving Corporation for their respective terms of office and until their successors are elected or appointed and qualified in accordance with the Bylaws of the Surviving Corporation. If, on the Effective Date of the Merger, a vacancy shall exist in the Board of Directors of the Surviving Corporation, for any reason, such vacancy may be filled in the manner provided in the Bylaws of the Surviving Corporation.

8. Service of Process. Florida Co. agrees that it may be served with process in the State of Georgia in any proceeding for enforcement of any obligation of Georgia Co., as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 14-2-1330 of the Georgia Business Corporation Code and irrevocably appoints the Secretary of State of Georgia as its agent to accept service of process in any such suit or proceedings. The address to which a copy of such process shall be mailed by the Secretary of State is as follows:

100 South Point Drive
Suite 2905
Miami, Florida 33139
Attention: Sergio Zyman

ARTICLE III

PLAN OF MERGER

The manner and basis of effecting the Merger with respect to shares and certificates of the Constituent Corporations shall be as follows:

1. Cancellation of Outstanding Stock of Georgia Co. Forthwith upon the Effective Date of the Merger, immediately prior to the Effective Date of the Merger, each of the 500 shares of the outstanding common stock of Georgia Co. shall be cancelled.

2. Outstanding Stock of Florida. Forthwith upon the Effective Date of the Merger, each outstanding share of common stock of Florida Co. and all rights in respect thereof shall remain unchanged as one share of common stock and rights in respect thereof of the Surviving Corporation.

3. Certificates. Each certificate representing shares of the common stock of Florida Co. shall remain unchanged and be deemed for all corporate purposes to evidence the ownership of an equal number of shares of common stock of the Surviving Corporation and the holder of such certificates.

4. Status of Shares. All shares of common stock of Florida Co. shall remain as shares of common stock of the Surviving Corporation and shall continue to be fully paid and non-assessable.

ARTICLE IV

ACCOUNTING TREATMENT

Upon the Effective Date of the Merger, the assets, liabilities, reserves and accounts of the Constituent Corporations shall be entered on the books of the Surviving Corporation at the amounts at which they shall then be carried on the respective books of the Constituent Corporations subject to such adjustments, if any, as may be required to give effect to the Merger and subject to such action as may be taken by the Board of Directors of the Surviving Corporation in accordance with generally accepted accounting principles.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, Florida Co. and Georgia Co. have caused this Plan to be executed by their duly authorized officers as of the day and year first above written.

[CORPORATE SEAL]

Attest:

Name: Tina Campbell

Title: Assistant Secretary

SERGIO ZYMAN & COMPANY
(a Florida corporation)

By:

Name: Sergio Zyman

Title: President

[CORPORATE SEAL]

Attest:

Name: Tina Campbell

Title: Assistant Secretary

SERGIO ZYMAN & COMPANY
(a Georgia corporation)

By:

Name: Sergio Zyman

Title: Chief Executive Officer