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(Requestor's Name)

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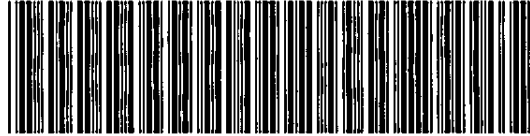
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Merger*

FEB 05 2016  
I ALBRITTON

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Beverage & Candy Distributors of SC, Inc.  
\_\_\_\_\_  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Michael Landry

\_\_\_\_\_  
Contact Person

Beverage & Candy Distributors of SC, Inc.

\_\_\_\_\_  
Firm/Company

496B Garlington Rd

\_\_\_\_\_  
Address

Greenville, SC 29615

\_\_\_\_\_  
City/State and Zip Code

mbrigevich@marketlog.net

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

For further information concerning this matter, please call:

Michael Landry

\_\_\_\_\_  
Name of Contact Person

At ( 864 ) 561-5733

\_\_\_\_\_  
Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

# ARTICLES OF MERGER

(Profit Corporations)

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> (If known/ applicable)
Beverage & Candy Distributors of SC, Inc.	South Carolina	

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Beverage & Candy Distributors of SC, Inc.	South Carolina	
Beverage & Candy Distributors, Inc.	Florida	P04000158195

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TALLAHASSEE FLORIDA  
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**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR**     /     /     (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 1/27/16

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 1/27/16

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

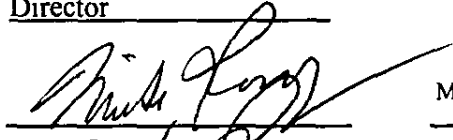
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

Beverage & Candy Distributors of SC, Inc.



Michael Landry, President

Beverage & Candy Distributors, Inc.



Michael Landry, President

\_\_\_\_\_

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# PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, 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>
Beverage & Candy Distributors of SC, Inc.	South Carolina

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Beverage & Candy Distributors of SC, Inc.	South Carolina
Beverage & Candy Distributors, Inc.	Florida

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

All of the shares of Beverage Candy & Distributors, Inc. ("BCD") shall be retired and 100% of the shares for Beverage & Candy Distributors of SC, Inc. ("BCD SC") shall be issued to the sole shareholder of BCD which shares shall have all of the same voting rights and rights to distributions. Neither of the merging corporations will continue to do business in Florida. From and after the Effective Date, BCD SC shall possess all of the rights, privileges, immunities and franchises of a public, as well as a private nature, of BCD and all property, real, personal and mixed and all debts due on whatever account and every other interest belonging to or due to BCD shall be taken and deemed to be transferred to and vested in BCD SC, Inc. without any further act or deed and BCD shall cease to exist.

**Fourth:** 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: All of the shares of BCD shall be retired and 100% of the shares of BCD SC shall be issued to the sole shareholder of BCD.

*(Attach additional sheets if necessary)*

**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

See attached detailed Plan of Merger

## EXHIBIT A

### AGREEMENT AND PLAN OF MERGER

This is Agreement and Plan of Merger between Beverage & Candy Distributors of SC, Inc., a South Carolina statutory close corporation, having its principal place of business at 496B Garlington Rd., Greenville, SC 29615 (the "Surviving Corporation") and Beverage & Candy Distributors, Inc., a Florida corporation, having its principal place of business at 2213 East Atlantic Blvd, Pompano Beach, FL 33062 (the "Merging Corporation").

#### WITNESSETH

WHEREAS, the Surviving Corporation is a statutory close corporation duly organized and existing under the laws of the State of South Carolina and is authorized to issue 1000 shares of Common Stock and 1,000 shares of Common Stock are issued and outstanding;

WHEREAS, the Merging Corporation is a corporation duly organized and existing under the laws of the State of Florida and is authorized to issue 1,000,000 shares of Common Stock and 1,000,000 shares of Common Stock are issued and outstanding;

WHEREAS, the Merging Corporation and the Surviving Corporation desire to merge;

WHEREAS, the Merging Corporation and the Surviving Corporation are owned by the same Sole Shareholder, Michael Landry, who has adopted resolutions for both the Merging Corporation and the Surviving Corporation approving this Agreement and Plan of Merger;

NOW THEREFORE, in consideration of the mutual agreements contained herein and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Merger. The Merging Corporation shall be merged into the Surviving Corporation and the Surviving Corporation shall continue to be governed under the laws of the State of South Carolina and have a principal place of business at 496B Garlington Rd., Greenville, SC 29615. The separate existence of the Merging Corporation shall cease upon the Effective Date as defined below. The merger of the Merging Corporation and the Surviving Corporation hereinafter referred to as the "Merger."

2. Merger Approval. As soon as practical after the execution of this Agreement and Plan of Merger, the Merging Corporation and the Surviving Corporation shall submit this Agreement and Plan of Merger to their respective shareholders for approval.

3. Effective Date. The Merging Corporation and the Surviving Corporation shall file articles of merger with the Florida Secretary of State and the South Carolina Secretary of State with respect to the Merger and the Merger shall become effective upon the filing of such articles of merger (the "Effective Date") in accordance with the applicable law.

4. Common Stock of the Merging Corporation. On the Effective Date, by virtue of the Merger and without any further action, each share of Common Stock of the Merging Corporation shall cease to exist and shall be changed and converted to Common Stock in the Surviving Corporation representing the equivalent percentage of ownership as held in the Merging Corporation.

5. Terms of Merger. The terms and conditions of the Merger are as follows:

- a. As of the Effective Date, the name of the Surviving Corporation shall be and remain "Beverage & Candy Distributors of SC, Inc."
- b. As of the Effective Date, the Articles of Incorporation of Beverage & Candy Distributors of SC, Inc. shall be and remain the Articles of the Surviving Corporation.
- c. As of the Effective Date, the Shareholders Agreement of Beverage & Candy Distributors of SC, Inc. shall be and remain the Shareholders Agreement of the Surviving Corporation.
- d. As of the Effective Date, the officers of the Surviving Corporation shall be the officers of Beverage & Candy Distributors of SC, Inc. holding office immediately prior to the Effective Date, who shall hold office in accordance with the Shareholder's Agreement for the Surviving Corporation.
- e. As of the Effective Date, there will be no board of directors.
- f. From and after the Effective Date, the Surviving Corporation shall succeed to all rights, privileges, debts, liabilities, powers and property in the Merging Corporation. Upon the Effective Date, all property, real, personal and mixed, including but not limited to franchises, privileges, patents, trademarks, licenses, registrations, and other assets of every kind and description of the Merging Corporation shall be transferred to and vested in the Surviving Corporation without further act or deed and all property, rights and every other interest of the Merging Corporation and the Surviving Corporation shall be as effectively the property of the Surviving Corporation as they were of the Merging Corporation and the Surviving Corporation, respectively. All rights of creditors of the Merging Corporation and all liens upon any property of the Merging Corporation shall be preserved, unimpaired, and all debts, liabilities and duties of the Merging Corporation shall attach to the Surviving Corporation and may be enforced against the Surviving Corporation.
- g. Notwithstanding anything herein to the contrary, this Agreement of Plan and Merger may be abandoned or amended by mutual consent of the Merging Corporation and the Surviving Corporation, as evidenced by appropriate

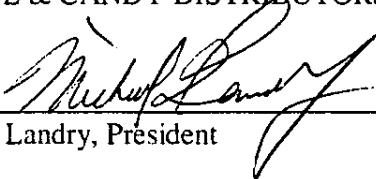


resolutions of their respective shareholders, at any time prior to the filing of the articles of merger.

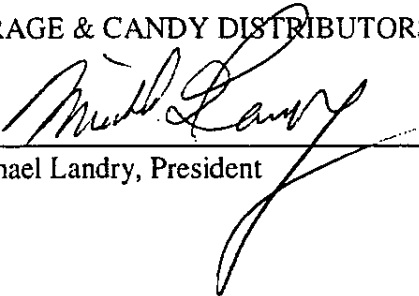
- h. This Agreement and Plan of Merger shall in all respects be governed by, and construed in accordance with, the substantive federal laws of the United States and the laws of the State of South Carolina. The Merging Corporation and the Surviving Corporation hereby irrevocably submit to the jurisdiction of any court of competent jurisdiction located in Greenville County, South Carolina in any action or proceeding arising out of or relating to this Agreement and hereby irrevocably agree that all claims in respect of such action or proceeding shall be heard and determined in by a court of competent jurisdiction located in Greenville County, South Carolina. This provision shall survive the Merger contemplated by this Agreement.
- i. This Agreement and Plan of Merger may be executed in counterparts, and all such executed counterparts shall constitute the same agreement. It shall be necessary to account for only one such counterpart in proving this Agreement.

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement and Plan of Merger is executed this 27<sup>th</sup> day of January, 2016.

BEVERAGE & CANDY DISTRIBUTORS OF SC, INC.

By:   
Michael Landry, President

BEVERAGE & CANDY DISTRIBUTORS, INC.

By:   
Michael Landry, President