

P08000019925

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

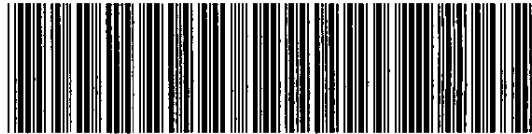
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800158348588

07/14/09--01045--027 \*\*90.00

FILED  
09 JUL 14 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

N: 000000 JUL 16 2009

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Tropical House, Inc.

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Lucie Hockman

Contact Person

Tropical House, Inc.

Firm/Company

19 Calle uno

Address

Rockland Key, Fl, 33040

City, State and Zip Code

info@tropicalkeyhouse.com

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

For further information concerning this matter, please call:

Lucie Hockman

Name of Contact Person

at ( 786 )

288 6670

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

FILED

09 JUL 14 AM 10:13

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Euro Garden Cafe, LLC	Florida <u>LD8 - 104529</u>	LLC
Tropical House, Inc.	Florida	for-profit corp.

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Tropical House, Inc.	Florida <u>P08 - 19925</u>	for-profit corp.

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

date of filing \_\_\_\_\_.

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

n/a \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:



a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: n/a \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Mailing address: n/a \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>Euro Garden Cafe, LLC</u>		<u>Tomas Kroner</u>
<u>Tropical House, Inc.</u>		<u>Lucie Hockman</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<b><u>Fees:</u></b> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<b><u>Certified Copy (optional):</u></b>	\$30.00
--	---------

## PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Euro Garden Cafe, LLC	Florida	LLC
Tropical House, Inc.	Florida	for-profit corp.

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Tropical House, Inc.	Florida	for-profit corp.

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

The surviving Tropical House, Inc. by this merger acquires all existing assets  
and outstanding liabilities of the non-surviving Euro Garden Cafe, LLC.

*(Attach additional sheet if necessary)*

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

As and for consideration for the merger and acquisition described

above in par. third, the member(s) of Euro Garden Cafe, LLC shall be issued

exactly 30 shares (30%) of the outstanding shares (100) of the surviving

corporation, Tropical House, Inc.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The member(s) of the non-surviving LLC shall execute any and all documents

necessary to effectuate the transfer of the LLC's assets and liabilities to the

surviving corporation.

*(Attach additional sheet if necessary)*

**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

none

*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

The signing members agrees to be fully and solely responsible for any  
compensation due under or because of this merger to any other member of the  
non-surviving LLC.

*(Attach additional sheet if necessary)*

09 JUL 14 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED