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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

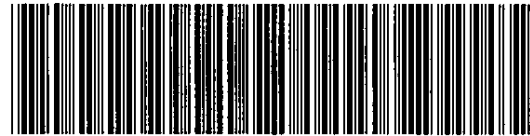
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EFFECTIVE DATE
8-31-10

08/30/10--01059--007 **78.75

Merger

FILED
10 AUG 30 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Roberts SEP 01 2010

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Riverbank Restaurants, 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:

Frank L. Christy

Contact Person

Riverbank Restaurants, Inc.

Firm/Company

PO Box 30

Address

Marietta, Ohio 45750

City/State and Zip Code

frank@christyandassociates.com

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

For further information concerning this matter, please call:

Frank L. Christy

Name of Contact Person

At (740)

374-2770

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> <i>(If known/ applicable)</i>
Riverbank Restaurants, Inc.	Florida	P10000066550

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Riverbank Restaurants, Inc.	Ohio	474787

SECRET
NO FORN DISSEM
TALLAHASSEE

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 8 / 31 / 2010 (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.)

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 _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on 5/25/2010 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 5/25/2010

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)

Name of Corporation

Typed or Printed Name of Individual & Title

Frost 24th

Frank L. Christy, President

From Liberty

Frank L. Christy, President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Agreement") is made and entered into as of August 25, 2010, between **Riverbank Restaurants, Inc., an Ohio corporation** ("Riverbank Ohio"), and **Riverbank Restaurants, Inc., a Florida corporation** ("Riverbank Florida"), under the following circumstances:

WHEREAS, Riverbank Ohio is a corporation duly organized and existing under the laws of the State of Ohio; and

WHEREAS, Riverbank Florida is a corporation duly organized and existing under the laws of the State of Florida and is not licensed to transact business in Ohio; and

WHEREAS, the Board of Directors and the shareholders of Riverbank Ohio approved and adopted this Agreement by actions in writing without meeting dated August 25, 2010; and

WHEREAS, the Board of Directors and the shareholders of Riverbank Florida approved and adopted this Agreement by actions in writing without meeting dated August 25, 2010.

NOW, THEREFORE, in consideration of the foregoing and the mutual agreements hereinafter set forth, the parties agree to merge in accordance with the following:

1. Riverbank Ohio shall merge with and into Riverbank Florida and Riverbank Florida shall be the surviving corporation (the "Surviving Entity").

2. The name of the Surviving Entity shall be Riverbank Restaurants, Inc.

3. The Articles of Incorporation of Riverbank Florida shall continue to be the Articles of Incorporation of the Surviving Entity.

4. The statutory agent of Riverbank Florida shall continue to be the statutory agent of the Surviving Entity.

5. The principal office of the Surviving Entity shall be located at 117 Springline Drive, Vero Beach, Florida 32963.

5. The Surviving Entity consents to be sued and served with process in the state of Ohio and irrevocably appoints the Ohio Secretary of State as its agent to accept service of process in any proceeding in Ohio.

5. The merger contemplated in this Agreement shall become effective upon August 31, 2010 (the "Effective Date").

6. Articles of Merger may be executed and duly filed with the Secretary of State of Florida but shall indicate that the merger shall not become effective until the Effective Date. A Certificate of Merger may be executed and duly filed with the Secretary of State of Ohio prior to the Effective Date but shall indicate that the merger shall not become effective until the Effective Date.

6. On the Effective Date of this merger and as a result of this merger, the issued and outstanding shares of stock in Riverbank Ohio shall be cancelled and shares of stock in Riverbank Florida shall be issued to each shareholder of Riverbank Ohio in the same number, designations, preferences, limitations, and relative rights as were previously held in Riverbank Ohio.

7. Notwithstanding anything contained in this Agreement to the contrary, the Board of Directors of Riverbank Florida may abandon, terminate or amend (in accordance with law) this Agreement at any time prior to the filing of the Certificate of Merger with the Secretary of State of Florida. Abandonment or termination shall be effective when notice is served on the officers of both entities. Upon abandonment or termination, the officers shall then take any action necessary to prevent the Articles of Merger from being filed with the Secretary of State of Florida, including, but not limited to, a notification of the officers of the other entity that is a party to this Agreement.

Notwithstanding anything contained in this Agreement to the contrary, the Board of Directors of Riverbank Ohio may abandon, terminate or amend (in accordance with law) this Agreement at any time prior to the filing of the Certificate of Merger with the Secretary of State of Ohio. Abandonment or termination shall be effective when notice is served on the officers of both entities. Upon abandonment or termination, the officers shall then take any action necessary to prevent the Certificate of Merger from being filed with the Secretary of State of Ohio, including, but not limited to, a notification of the officers of the other entity that is a party to this Agreement.

8. This Agreement constitutes a plan of merger and reorganization to be carried out in the manner, on the terms and subject to the conditions herein set forth.

9. This Agreement may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

IN WITNESS WHEREOF, the parties have caused this Agreement of Merger to be executed on the date first written above.

Riverbank Restaurants, Inc.,
an Ohio corporation

By: Frank L. Christy
Frank L. Christy, President

Riverbank Restaurants, Inc.,
a Florida corporation

By: Frank L. Christy
Frank L. Christy, President

RIVERBANK RESTAURANTS, INC.

ACTION IN WRITING OF THE BOARD OF DIRECTORS

August 25, 2010

Pursuant to Section 1701.54 of the Ohio Revised Code, the undersigned, being all of the directors of Riverbank Restaurants, Inc., an Ohio corporation (the "Corporation"), do hereby authorize, take and approve the following actions in writing without a meeting:

WHEREAS, the Corporation desires to merge with Riverbank Restaurants, Inc., a Florida corporation ("Riverbank Florida"), with Riverbank Florida being the surviving corporation.

NOW THEREFORE, BE IT RESOLVED, that it is hereby deemed advisable and for the benefit of the Corporation that the Corporation merge with and into Riverbank Florida pursuant to an Agreement and Plan of Merger between the Corporation and Riverbank Florida in substantially the form attached hereto (the "Agreement and Plan of Merger"); and further

RESOLVED, that the Agreement and Plan of Merger be submitted to the shareholders of the Corporation for approval; and further

RESOLVED, that the Agreement and Plan of Merger is hereby approved and that the Corporation be, and it hereby is, authorized to merge with Riverbank Florida and to undertake and perform all acts necessary to complete the merger; and further

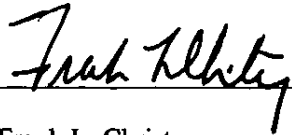
RESOLVED, upon approval of the merger by the shareholders of the Corporation, that the appropriate officers of the Corporation shall be, and each of them is, hereby authorized and directed, in the name and on behalf of the Corporation, to execute and deliver the Agreement and Plan of Merger and each amendment thereto, as said officers shall in their sole discretion deem necessary, advisable or appropriate, such officer's execution thereof to be conclusive evidence of the exercise of the discretionary authority herein conferred, and the appropriate officers of the Corporation be, and each of them hereby is, authorized and empowered to execute and file such documents as may be required under the laws of the State of Ohio and such other states as may in the opinion of said officers be necessary to effectuate the merger of the Corporation with Riverbank Florida; and further

RESOLVED, that the appropriate officers of the Corporation shall be, and each of them is, hereby authorized and directed, in the name and on behalf of the Corporation, to execute and deliver a Certificate of Merger in form and substance required by the Ohio Secretary of State and that any additional resolutions contained in the Certificate of Merger required to be filed by the State of Ohio or otherwise required to be adopted by applicable law in order to effect such merger, be and hereby are adopted, as fully as if rewritten herein, provided that a copy of the Certificate of Merger containing such additional resolutions shall be attached to this action in writing; and further

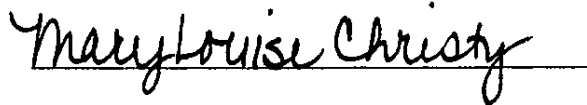
RESOLVED, that the appropriate officers of the Corporation be, and each of them hereby is, authorized in the name and on behalf of the Corporation or otherwise, to do, or cause to be done, all such acts and things and to make, execute and deliver or cause to be made, executed and delivered, all such agreements, documents, instruments and certificates, as the officer executing the same may deem necessary, advisable or appropriate to effectuate or carry out the purpose and intent of the foregoing resolutions and to perform the obligations of the Corporation thereunder, such officer's execution thereof to be conclusive evidence of the exercise of the discretionary authority herein conferred; and further

RESOLVED, that this action in writing may be executed in counterparts, each of which when executed shall be deemed to be one and the same instrument, and that all such executed counterparts shall be placed in the permanent records of the Corporation; and any counterpart of this action in writing may be executed and evidenced by signature transmitted by facsimile, electronic mail or other electronic means as though it were an original counterpart hereof.

The undersigned, representing all of the members of the Board of Directors of the Corporation, have executed this Action in Writing as of the date first set forth above.



Frank L. Christy



Mary Louise Christy

RIVERBANK RESTAURANTS, INC.

ACTION IN WRITING OF THE BOARD OF DIRECTORS

August 25, 2010

The undersigned, being all of the directors of **Riverbank Restaurants, Inc.**, a Florida corporation (the "Corporation"), do hereby authorize, take and approve the following actions in writing without a meeting:

WHEREAS, the Corporation desires to merge with **Riverbank Restaurants, Inc.**, an Ohio corporation ("Riverbank Ohio"), with the Corporation being the surviving corporation.

NOW THEREFORE, BE IT RESOLVED, that it is hereby deemed advisable and for the benefit of the Corporation that **Riverbank Ohio** merge with and into the Corporation pursuant to an Agreement and Plan of Merger between the Corporation and **Riverbank Ohio** in substantially the form attached hereto (the "Agreement and Plan of Merger"); and further

RESOLVED, that the Agreement and Plan of Merger is hereby approved and that the Corporation be, and it hereby is, authorized to merge with **Riverbank Ohio** and to undertake and perform all acts necessary to complete the merger; and further

RESOLVED, that the appropriate officers of the Corporation shall be, and each of them is, hereby authorized and directed, in the name and on behalf of the Corporation, to execute and deliver the Agreement and Plan of Merger and each amendment thereto, as said officers shall in their sole discretion deem necessary, advisable or appropriate, such officer's execution thereof to be conclusive evidence of the exercise of the discretionary authority herein conferred, and the appropriate officers of the Corporation be, and each of them hereby is, authorized and empowered to execute and file such documents as may be required under the laws of the State of Florida and such other states as may in the opinion of said officers be necessary to effectuate the merger of the Corporation with **Riverbank Ohio**; and further

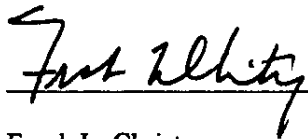
RESOLVED, that the appropriate officers of the Corporation shall be, and each of them is, hereby authorized and directed, in the name and on behalf of the Corporation, to execute and deliver a Articles of Merger in form and substance required by the Florida Department of State and that any additional resolutions contained in the Articles of Merger required to be filed by the State of Florida or otherwise required to be adopted by applicable law in order to effect such merger, be and hereby are adopted, as fully as if rewritten herein, provided that a copy of the Articles of Merger containing such additional resolutions shall be attached to this action in writing; and further

RESOLVED, that the appropriate officers of the Corporation be, and each of them hereby is, authorized in the name and on behalf of the Corporation or otherwise, to do, or cause to be done, all such acts and things and to make, execute and deliver or cause to be made, executed and delivered, all such agreements, documents, instruments and certificates, as the officer executing the same may deem necessary, advisable or appropriate to effectuate or carry out the purpose and intent of the foregoing resolutions and to perform the obligations of the Corporation thereunder, such officer's execution thereof to be conclusive evidence of the exercise of the discretionary authority herein conferred; and further

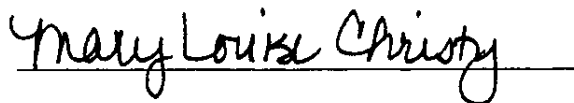
RESOLVED, that this action in writing may be executed in counterparts, each of which when executed shall be deemed to be one and the same instrument, and that all such executed counterparts shall be placed in the permanent records of the Corporation; and any counterpart of this action in writing may be

executed and evidenced by signature transmitted by facsimile, electronic mail or other electronic means as though it were an original counterpart hereof.

The undersigned, representing all of the members of the Board of Directors of the Corporation, have executed this Action in Writing as of the date first set forth above.

A handwritten signature in cursive script, appearing to read "Frank L. Christy", written over a horizontal line.

Frank L. Christy

A handwritten signature in cursive script, appearing to read "Mary Louise Christy", written over a horizontal line.

Mary Louise Christy

RIVERBANK RESTAURANTS, INC.

ACTION IN WRITING OF THE SHAREHOLDERS

August 25, 2010

Pursuant to Section 1701.54 of the Ohio Revised Code, the undersigned, being all of the shareholders of **Riverbank Restaurants, Inc.**, an Ohio corporation (the "Corporation"), do hereby authorize, take and approve the following actions in writing without a meeting:

WHEREAS, the Corporation desires to merge with Riverbank Restaurants, Inc., a Florida corporation ("Riverbank Florida"), with Riverbank Florida being the surviving corporation.

NOW THEREFORE, BE IT RESOLVED, that it is hereby deemed advisable and for the benefit of the Corporation that the Corporation merge with and into Riverbank Florida pursuant to an Agreement and Plan of Merger between the Corporation and Riverbank Florida in substantially the form attached hereto (the "Agreement and Plan of Merger"); and further

RESOLVED, that the Agreement and Plan of Merger is hereby approved and that the Corporation be, and it hereby is, authorized to merge with Riverbank Florida and to undertake and perform all acts necessary to complete the merger; and further

RESOLVED, that the appropriate officers of the Corporation shall be, and each of them is, hereby authorized and directed, in the name and on behalf of the Corporation, to execute and deliver the Agreement and Plan of Merger and each amendment thereto, as said officers shall in their sole discretion deem necessary, advisable or appropriate, such officer's execution thereof to be conclusive evidence of the exercise of the discretionary authority herein conferred, and the appropriate officers of the Corporation be, and each of them hereby is, authorized and empowered to execute and file such documents as may be required under the laws of the State of Ohio and such other states as may in the opinion of said officers be necessary to effectuate the merger of the Corporation with Riverbank Florida; and further

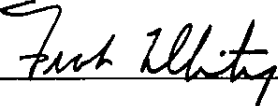
RESOLVED, that the appropriate officers of the Corporation shall be, and each of them is, hereby authorized and directed, in the name and on behalf of the Corporation, to execute and deliver a Certificate of Merger in form and substance required by the Ohio Secretary of State and that any additional resolutions contained in the Certificate of Merger required to be filed by the State of Ohio or otherwise required to be adopted by applicable law in order to effect such merger, be and hereby are adopted, as fully as if rewritten herein, provided that a copy of the Certificate of Merger containing such additional resolutions shall be attached to this action in writing; and further

RESOLVED, that the appropriate officers of the Corporation be, and each of them hereby is, authorized in the name and on behalf of the Corporation or otherwise, to do, or cause to be done, all such acts and things and to make, execute and deliver or cause to be made, executed and delivered, all such agreements, documents, instruments and certificates, as the officer executing the same may deem necessary, advisable or appropriate to effectuate or carry out the purpose and intent of the foregoing resolutions and to perform the obligations of the Corporation thereunder, such officer's execution thereof to be conclusive evidence of the exercise of the discretionary authority herein conferred; and further

RESOLVED, that this action in writing may be executed in counterparts, each of which when executed shall be deemed to be one and the same instrument, and that all such executed counterparts shall be placed in the permanent records of the Corporation; and any counterpart of this action in writing may be

executed and evidenced by signature transmitted by facsimile, electronic mail or other electronic means as though it were an original counterpart hereof.

The undersigned, representing all of the members of the shareholders of the Corporation, have executed this Action in Writing as of the date first set forth above.



Frank L. Christy, shareholder



Mary Louise Christy, shareholder