

1/14/2020

Division of Corporations

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**MERGER OR SHARE EXCHANGE  
TOAST SPIRITS INTERNATIONAL, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	10
Estimated Charge	\$78.75

2020 JAN 24 PM 2:26

*Art. of Merger*

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January 17, 2020

FLORIDA DEPARTMENT OF STATE

Division of Corporations

TOAST SPIRITS INTERNATIONAL, INC.  
255 NE 69TH STREET  
MIAMI, FL 33137

SUBJECT: TOAST SPIRITS INTERNATIONAL, INC.  
REF: P14000025712

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

IN ARTICLE I OF THE AGREEMENT AND PLAN OF MERGER SECTION 1.2 IT STATES THAT THE REGISTERED AGENT OF THE SURVIVING CORPORATION WILL BE The Miami Distilling Company LLC AND IN ARTICLE VI IT STATES THAT THE OFFICERS AND DIRECTORS OF Toast Merger Corporation SHALL BECOME THE OFFICERS AND DIRECTORS OF Toast Spirits International, Inc. PLEASE ATTACH A COPY OF THE NEW OFFICERS AND DIRECTORS AND ALSO AN ACCEPTANCE OF REGISTERED AGENT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell

FAX Aud. #: H20000014567

Regulatory Specialist II Supervisor

Letter Number: 220A00001344

P.O BOX 6327 - Tallahassee, Florida 32314

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 DIVISION OF CORPORATE  
 2020 JAN 14 PM 11:06

**Articles of Merger  
 For  
 Toast Merger Inc. Into  
 Toast Spirits, Inc.**

The following Articles of Merger are submitted to merge the following Florida Profit Corporation(s) in accordance with s. 607.1105 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>	<u>Document Number</u>
Toast Merger Corporation	Florida	Corporation	P19000085716

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>Document Number</u>
Toast Spirits International, Inc.	Florida	Corporation	P14000025712

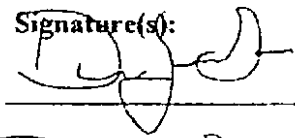
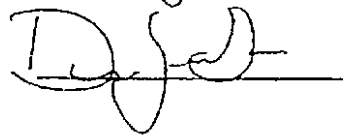
**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>Document Number</u>
Toast Spirits International, Inc.	Florida	Corporation	P14000025712

**THIRD:** Adoption of Merger by surviving corporation –The attached agreement and plan of merger was adopted by the shareholders of the surviving corporation on December 6, 2019 in accordance with the applicable provisions of Chapters 607 Florida Statutes.

**FOURTH:** Adoption of Merger by merging corporation - The attached agreement and plan of merger was adopted by approval of the Director of the merging corporation on November 30, 2019 in accordance with the applicable provisions of Chapters 607 Florida Statutes and did not require the approval of shareholders.

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

<u>Name of Entity/Organization:</u>	<u>Signature(s):</u>	<u>Typed or Printed Name of Individual:</u>
<u>Toast Spirits International, Inc.</u>		Dieuvény Jean Louis President
<u>Toast Merger Corporation</u>		Dieuvény Jean Louis President

**AGREEMENT AND PLAN OF MERGER  
OF  
TOAST DISTILLERS INC., A FLORIDA CORPORATION  
TOAST SPIRITS INTERNATIONAL, INC., A FLORIDA CORPORATION,  
AND  
TOAST MERGER CORP., A FLORIDA CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") dated as of December 22, 2019, made and entered into by and between Toast Distillers Inc., a Florida Corporation ("TDI"), Toast Spirits International, Inc., a Florida corporation ("TSI"), and Toast Merger Corporation, a Florida corporation ("TMC").

**WITNESSETH:**

WHEREAS, TDI is a corporation organized and existing under the laws of the State of Florida, having been incorporated on October 16, 2019, under the laws of the State of Florida in accordance with the Florida Business Corporation Act (the "Act"); and

WHEREAS, TSI is a corporation organized and existing under the laws of the State of Florida, having been incorporated on October 24, 2014, under the laws of the State of Florida in accordance with the Act;

WHEREAS, TMC, a corporation wholly owned by TDI is organized and existing under the laws of the State of Florida, having been incorporated on November 4, 2019, under the laws of the State of Florida in accordance with the Act; and

WHEREAS, the respective Boards of Directors of TDI, TSI and TMC have determined that it is desirable to merge TMC with and into TSI and that TSI shall be the surviving corporation (the "Merger") in compliance with the Act; and

NOW, THEREFORE, in consideration of the mutual covenants and promises contained in this Agreement, and for other valuable consideration, the receipt and adequacy of which are hereby acknowledged, and intending to be legally bound, TDI, TSI and TMC agree as follows:



## ARTICLE I MERGER

1.1. On the effective date and time of filing of the Articles of Merger with the Florida Secretary of State (the "Effective Date"), TMC shall be merged with and into TSI, the separate existence of TMC shall cease and TSI (hereinafter sometimes referred to as the "Surviving Corporation") shall continue to exist under the name of "Toast Spirits International, Inc." by virtue of, and shall be governed by, the laws of the State of Florida.

1.2 The registered agent of the Surviving Corporation in the State of Florida will be The Miami Distilling Company LLC and the registered office will be 6468 NW 77<sup>th</sup> Court, Miami, FL 33166.

## ARTICLE II ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

The Articles of Incorporation of TSI, attached hereto as Exhibit A, as in effect on the date hereof, shall be the Articles of Incorporation of the Surviving Corporation, without change until amended in accordance with applicable law. The directors and officers of TSI prior to the Effective Date, shall be the directors and officers of the Surviving Corporation.

## ARTICLE III BYLAWS OF THE SURVIVING CORPORATION

3.1 The Bylaws of TMC, as in effect on the date hereof shall be the Bylaws of the Surviving Corporation, without change, unless and until amended in accordance with applicable law.

## ARTICLE IV EFFECT OF MERGER ON STOCK OF CONSTITUENT CORPORATIONS; MERGER CONSIDERATION

4.1. Prior to the Effective Date, TSI shall deliver a schedule to TDI, which shall set forth the names of the TSI shareholders and their respective number of shares in TSI as well as their portion of the Merger Consideration (defined below), payable to each of them as of the Effective Date. All shares of TDI issued in exchange for TSI Common Stock shall contain a restricted securities legend in compliance with the Securities Act and be deemed to have been issued in full satisfaction of all rights pertaining to such shares of TSI Common Stock.

4.2. On the Effective Date, (i) each outstanding share of TMC common stock, (the "TMC Common Stock") shall be converted into one validly issued fully paid, non-assessable share of common stock of TSI (the "TSI Common Stock").

**Toast Spirits International, Inc.  
New Officers and Directors List**

Following the merger of Toast Merger Corporation into Toast Spirits International, Inc., the Officers and Directors of Toast Spirits International, Inc., the surviving corporation, shall be:

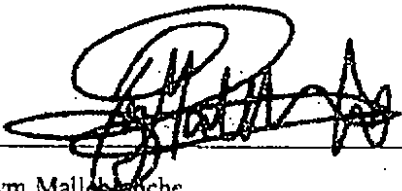
<u>Name</u>	<u>Position</u>	<u>Address</u>
Dicuveny J. Louis	President	6468 NW 77TH CT MIAMI, FL 33166
Jym Mallebranche	Director	6468 NW 77TH CT MIAMI, FL 33166

**ACCEPTANCE OF REGISTERED AGENT  
FOR TOAST SPIRITS INTERNATIONAL, INC.**

The following entity accepts to be the Registered Agent for Toast Spirits International, Inc. in the State of Florida:

The Miami Distilling Company, LLC.  
6468 NW 77TH CT  
MIAMI, FL 33166

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of section 607.0505, Florida Statutes.*

A handwritten signature in black ink, appearing to read 'Jym Mallesanche', is written over a horizontal line.

Jym Mallesanche  
Manager, The Miami Distilling Company, LLC.

01/20/20

(Date)

4.3. After the Effective Date, the holders of TSI Common Stock shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of TDI into which such shares of TSI Common Stock shall be converted.

4.4. As consideration for the merger, each shareholder of TSI Common Stock shall receive 54.5454 shares of TDI Common Stock for each share of TSI Common Stock owned by the shareholder prior to the merger (the "Merger Consideration.")

4.5 On the Effective Date, the TSI Common Stock will be deemed cancelled and retired and will cease to exist, and each holder of TSI Common Stock will cease to have any rights with respect thereto; provided, however, that, following the Effective Date, TDI delivers a stock certificate for the shares of TDI to which such person is entitled pursuant to the number of shares that person held in TSI prior to the merger. The TDI stock certificate will bear the following restrictive legend:

THE SHARES EVIDENCED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"), AND MAY NOT BE TRANSFERRED EXCEPT PURSUANT TO AN EFFECTIVE REGISTRATION UNDER THE ACT OR IN A TRANSACTION WHICH, IN THE OPINION OF COUNSEL REASONABLY SATISFACTORY TO THE COMPANY, QUALIFIES AS AN EXEMPT TRANSACTION UNDER THE ACT AND THE RULES AND REGULATIONS PROMULGATED THEREUNDER."

#### ARTICLE V CORPORATE EXISTENCE, POWERS AND LIABILITIES OF THE SURVIVING CORPORATION

5.1 On the Effective Date, the separate existence of TMC shall cease. TMC shall be merged with and into TSI, the Surviving Corporation. Thereafter, TSI shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, all singular rights, privileges, powers and franchises of TMC and TSI, and all property, real, personal and mixed and all debts due to each of them on whatever account, shall be vested in TSI; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter the property of TSI, the Surviving Corporation, as they were of the respective constituent entities, and all rights of creditors and all liens upon the property of the parties hereto, shall be preserved unimpaired, and all debts, liabilities and duties of TMC shall thenceforth attach to TSI, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

5.2 TMC agrees that it will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments and will take or cause to be taken such further or other action as the Surviving Corporation may deem necessary in order to vest in and confirm to the Surviving



Corporation title to and possession of all the property, rights, privileges, immunities, powers, purposes and franchises, and all and every other interest of TMC and otherwise to carry out the intent and purposes of this Agreement.

#### ARTICLE VI OFFICERS AND DIRECTORS OF SURVIVING CORPORATION

Upon the Effective Date, the officers and directors of TMC shall become the officers and directors of TSI, and such persons shall hold office in accordance with the TMC bylaws until their respective successors shall have been appointed or elected.

#### ARTICLE VII ARTICLES OF MERGER

Promptly after the approval of this Agreement by the requisite number of shareholders of TSI, the respective Boards of Directors of TDI, TSI and TMC will cause their duly authorized officers to make and execute Articles of Merger effecting this Agreement and shall cause the same to be filed with the Secretaries of State of Florida, in accordance with the Act.

#### ARTICLE VIII TERMINATION OF MERGER

This Agreement may be terminated and the merger abandoned at any time prior to the Effective Date, whether before or after shareholder approval of This Agreement, by the consent of the Board of Directors of TDI, TSI and TMC.

#### ARTICLE IX MISCELLANEOUS

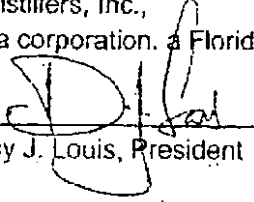
10.1 GOVERNING LAW. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida without reference to its principles of conflicts of law.

10.2 COUNTERPARTS. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

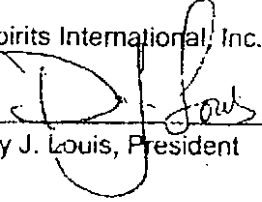
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N WITNESS WHEREOF, the parties hereto have caused This Agreement to be executed as of the day and year first above written.

Toast Distillers, Inc.,  
a Florida corporation. a Florida corporation

By:   
Dieuveny J. Louis, President

Toast Spirits International, Inc., a Florida corporation

By:   
Dieuveny J. Louis, President

Toast Merger Corp. a Florida corporation

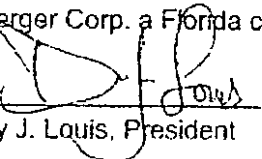
By:   
Dieuveny J. Louis, President

EXHIBIT A  
TOAST SPIRITS INTERNATIONAL, INC.  
AMENDED AND RESTATED ARTICLES OF INCORPORATION

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
TOAST SPIRITS INTERNATIONAL, INC.**

2019 NOV 13 AM 10:15

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the President and sole Director of Toast Spirits International, Inc. (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on March 20, 2014, Document No. A4000025712.

SECOND: Amended and Restated Articles of Incorporation were adopted by all directors and a majority of shareholders pursuant to the Florida Business Corporation Act on November 12, 2019. The number of votes cast for the amendments to the Corporation's Articles of Incorporation was sufficient for approval.

THIRD: The text of the Articles of Incorporation are hereby amended and restated as herein set forth in full and shall supersede the original Articles of Incorporation.

**ARTICLES I**

The name of the corporation is Toast Spirits International, Inc.

**ARTICLE II**

The principal place of business address is 255 NE 69<sup>th</sup> Street, Miami, Florida, 33317, United States.

The mailing address of the corporation is 255 NE 69<sup>th</sup> Street, Miami, Florida, 33317, United States

**ARTICLE III**

The purpose for which this corporation is organized is any and all lawful business.

**ARTICLE IV**

The total number of shares of all classes of stock which the Corporation shall have authority to issue is One Hundred Ten Thousand (110,000) shares, divided into (a) Fifty Thousand (50,000) shares of Class A Common Stock of the par value of \$0.001; and (b) Sixty Thousand (60,000) shares of Class B Common Stock with par value of \$0.001.

Authorized but unissued shares of Class A Common Stock and of Class B Common Stock may be issued and sold from time to time by the Corporation for such consideration and upon such terms as may from time to time be fixed by the Board of Directors, without action by the Stockholders.

Rights of Class A Common Stock and Class B Common Stock: Every share of the common stock of both classes, whenever and for whatever consideration issued, shall be entitled to the same rights as every other share of common stock in all distributions of earnings or assets of the Corporation distributable to the holders of the common stock.

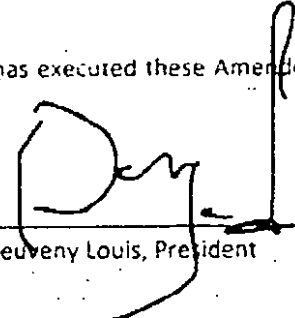
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Except as herein provided, the holders of the Class A Common Stock shall have full and exclusive voting powers. The Class B Common Stock shall be in all respects equal and identical to the Class A Common Stock except that the holders of the Class B Common Stock shall have no voting powers in the election of directors, or on any question, except as otherwise provided by the laws of Florida.

**ARTICLE V**

The name and Florida street address of the registered agent is UMG International, Inc., 255 NE 69<sup>th</sup> Street, Miami, Florida, 33317, United States.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restates Articles of Incorporation this 12th day of November, 2019.

  
\_\_\_\_\_  
Dieuvény Louis, President

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