

PI4000070075

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DIVISION OF CORPORATIONS

Florida Department of State
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RE-SUBMIT

Please return original filing date of submission 8/25

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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MERGER OR SHARE EXCHANGE
The Atlantic Vine Company

Certificate of Status	0
Certified Copy	1
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August 26, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ATLANTICVINE.COM INC.
5217 CHICORA COURT
JACKSONVILLE, FL 32258US

SUBJECT: ATLANTICVINE.COM INC.
REF: P14000070075

RE-SUBMIT

Please retain original filing
date of submission 8/25

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.

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.

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

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: R15000205427
Letter Number: 115A00018041

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Atlantic Vine Company

Name of Surviving Party

Please return all correspondence concerning this matter to:

Jason Richelson

Contact Person

The Atlantic Vine Company

Firm/Company

5217 Chicora Court

Address

Jacksonville, FL 32258

City, State and Zip Code

jr@simplywine.com

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

For further information concerning this matter, please call:

Jason Richelson

Name of Contact Person

at (917) 774-7700

Area Code and Daytime Telephone Number

Certified Copy (optional) \$8.75

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
2015 AUG 25 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, 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>
Atlanticvine.com Inc.	Florida	Profit Corporation

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>
The Atlantic Vine Company	Delaware	Corporation

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, 605, 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:
August 20, 2015

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.

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:

5217 Chicora Court



Jacksonville, FL 32258

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Atlantievine.com Inc.		Jason Richelson
The Atlantic Vine Company		Jason Richelson

- 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

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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:

See attached Exhibit A.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the 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:

See attached Exhibit A.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

Not applicable.

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Not applicable.

(Attach additional sheet if necessary)

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

See attached Exhibit A. Further, the boards of both the merging and surviving companies approved
the merger on August 20, 2015.

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

Not applicable.

(Attach additional sheet if necessary)

**AGREEMENT AND PLAN OF MERGER OF
THE ATLANTIC VINE COMPANY, A DELAWARE CORPORATION,
AND ATLANTICVINE.COM INC., A FLORIDA CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER dated as of August 20, 2015 (the "Agreement"), is between The Atlantic Vine Company, a Delaware corporation ("The Atlantic Vine Company"), and Atlanticvine.com Inc., a Florida corporation ("Atlanticvine.com Inc."). The Atlantic Vine Company and Atlanticvine.com Inc. are sometimes referred to herein as the "Constituent Corporations."

RECITALS

A. The Atlantic Vine Company is a corporation duly organized and existing under the laws of the State of Delaware and is authorized to issue two classes of stock to be designated, respectively, *common stock and preferred stock*. The total number of shares that this corporation is authorized to issue is 4,517,100. The total number of shares of common stock authorized to be issued is 2,317,100, par value \$0.00001 per share (the "Common Stock"). The total number of shares of preferred stock authorized to be issued is 2,200,000, par value \$0.00001 per share (the "Preferred Stock"), all of which shares are designated as "*Series Seed Preferred Stock*."

B. Atlanticvine.com Inc. is a corporation duly organized and existing under the laws of the State of Florida and has an authorized capital of 10,000 shares, all of which are designated Common Stock. As of the date hereof, 8,000 shares of Common Stock are issued and outstanding.

C. The Board of Directors of Atlanticvine.com Inc. has determined that, for the purpose of effecting the reincorporation of Atlanticvine.com Inc. into the State of Delaware, it is advisable and in the best interests of Atlanticvine.com Inc. and its stockholders that Atlanticvine.com Inc. merge with and into The Atlantic Vine Company upon the terms and conditions herein provided.

D. The respective Boards of Directors and stockholders of The Atlantic Vine Company and Atlanticvine.com Inc. approved this Agreement on August 20, 2015, and have directed that this Agreement be executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, The Atlantic Vine Company and Atlanticvine.com Inc. hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

ARTICLE I

MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the Florida Business Corporations Act, Atlanticvine.com Inc. shall be merged with and into The Atlantic Vine Company (the "Merger"), the separate existence of Atlanticvine.com Inc. shall cease, The Atlantic Vine Company shall be, and is herein sometimes referred to as, the "Surviving Corporation," and the name of the Surviving Corporation shall be "The Atlantic Vine Company."

1.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

(a) This Agreement and the Merger shall have been adopted and approved by the stockholders of each Constituent Corporation in accordance with the requirements of the Delaware General Corporation Law and the Florida Business Corporations Act;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;

(c) An executed Agreement of Merger or an executed counterpart of this Agreement, or other document, meeting the requirements of the Delaware General Corporation Law shall have been filed with the Secretary of State of the State of Delaware; and

(d) An executed Agreement of Merger or an executed counterpart of this Agreement meeting the requirements of the Florida Business Corporations Act shall have been filed with the Secretary of State of the State of Florida.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of Atlanticvine.com Inc. shall cease, and The Atlantic Vine Company, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its and Atlanticvine.com Inc.'s respective Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of Atlanticvine.com Inc. in the manner as more fully set forth in Section 259 of the Delaware General Corporation Law, (iv) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Atlanticvine.com Inc. in the same manner as if The Atlantic Vine Company had itself incurred them, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and the Florida Business Corporations Act.

1.4 Tax Treatment. It is intended that the Merger will qualify as a tax-free reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, and each party to this Agreement hereby agrees to report consistently with such intended treatment for all applicable tax purposes.

ARTICLE II

CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation. The certificate of incorporation of The Atlantic Vine Company as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the certificate of incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The bylaws of The Atlantic Vine Company as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of The Atlantic Vine Company shall be the directors and officers of the Surviving Corporation until their successors shall have been duly

elected and qualified or until as otherwise provided by law, the certificate of incorporation of the Surviving Corporation or the bylaws of the Surviving Corporation.

ARTICLE III

MANNER OF CONVERSION OF STOCK

3.1 Atlanticvine.com Inc. Common Stock. Upon the Effective Date of the Merger, each share of Common Stock of Atlanticvine.com Inc. issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one (1) fully paid and nonassessable share of Common Stock, each \$0.00001 par value, of the Surviving Corporation.

3.2 Exchange of Certificates. After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of Atlanticvine.com Inc. capital stock may, at such stockholder's option, surrender the same for cancellation to the attorneys for the Surviving Corporation (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefore a book entry representing the number of shares of the appropriate class and series of the Surviving Corporation's capital stock into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of Atlanticvine.com Inc. capital stock shall be deemed for all purposes to represent the number of whole shares of the appropriate class and series of the Surviving Corporation's capital stock into which such shares of Atlanticvine.com Inc. capital stock were converted in the Merger. The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of capital stock of the Surviving Corporation represented by such book entry as provided above. Each book entry representing capital stock of the Surviving Corporation so issued in the Merger shall include the same legends, if any, with respect to the restrictions on transferability as the certificates of Atlanticvine.com Inc. so converted and given in exchange therefor, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws. If any book entry for shares of The Atlantic Vine Company stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and that the person requesting such transfer pay to the Exchange Agent any transfer or other taxes payable by reason of the issuance of such new book entry in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of The Atlantic Vine Company that such tax has been paid or is not payable.

ARTICLE IV

GENERAL

4.1 Covenants of The Atlantic Vine Company. The Atlantic Vine Company covenants and agrees that it will:

(a) Qualify to do business as a foreign corporation in the State of Florida and in connection therewith irrevocably appoint an agent for service of process as required under the provisions of the Florida Business Corporations Act;

(b) File any and all documents with the Florida Secretary of State necessary for the assumption by The Atlantic Vine Company of all of the franchise tax liabilities of Atlanticvine.com Inc.; and

(c) Take such other actions as may be required by the Florida Business Corporations Act.

4.2 Further Assurances. From time to time, as and when required by The Atlantic Vine Company or by its successors or assigns, there shall be executed and delivered on behalf of Atlanticvine.com Inc. such deeds and other instruments, and there shall be taken or caused to be taken by The Atlantic Vine Company and Atlanticvine.com Inc. such further and other actions, as shall be appropriate or necessary in order to vest or perfect in or confirm of record or otherwise by The Atlantic Vine Company the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Atlanticvine.com Inc. and otherwise to carry out the purposes of this Agreement, and the officers and directors of The Atlantic Vine Company are fully authorized in the name and on behalf of Atlanticvine.com Inc. or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.3 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Atlanticvine.com Inc. or The Atlantic Vine Company, or both, notwithstanding the approval of this Agreement by the stockholders of the Constituent Corporations.

4.4 Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretary of State of the State of Florida and the Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the stockholders of either Constituent Corporation shall not: (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation; (2) alter or change any term of the certificate of incorporation of the Surviving Corporation to be effected by the Merger; or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would materially adversely affect the holders of any class of shares or series thereof of such Constituent Corporation.

4.5 Registered Office. The registered office of the Surviving Corporation in the State of Delaware is located at 209 Orange Street, in the City of Wilmington, County of New Castle, 19801, and The Corporation Trust Company is the registered agent of the Surviving Corporation at such address.

4.6 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 5217 Chicora Court, Jacksonville, Florida 32258, and copies thereof will be furnished to any stockholder of either Constituent Corporation, upon request and without cost.

4.7 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the Florida Business Corporations Act.

4.8 Counterparts. In order to facilitate the filing and recording of this Agreement, the same 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.


8/28/2015 9:45:46 AM From: To: 8506176380(15/16)

(signature page follows)


8/28/2015 9:45:46 AM From: To: 8506176380(16/16)

IN WITNESS WHEREOF, this Agreement, having first been approved by resolutions of the Boards of Directors of The Atlantic Vine Company and Atlanticvine.com Inc., is hereby executed on behalf of each of such two corporations by their respective officers thereunto duly authorized.

**The Atlantic Vine Company,
a Delaware corporation**

By: 
Jason Richelson
President and Chief Executive Officer

**Atlanticvine.com Inc.,
a Florida corporation**

By: 
Jason Richelson
President and Chief Executive Officer