

P170000043059

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

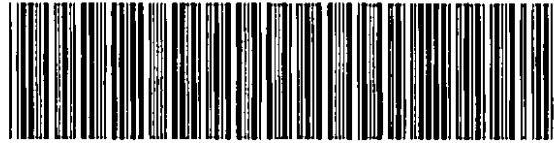
(Business Entity Name)

(Document Number)

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

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200301651692

07/25/17--01018--009 \*\*105.00

*Merger*

JUL 31 2017

R. WHITE

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Repicci's Franchise Group, 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:

Daniel R Thompson

Contact Person

Cardiff International, Inc.

Firm/Company

401 E Las Olas Blvd. Unit 1400

Address

Ft. Lauderdale, FL 33301

City/State and Zip Code

dthompson@cardiffusa.com

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

For further information concerning this matter, please call:

Daniel R Thompson

Name of Contact Person

At ( 818 ) 535-5144

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)
Repicci's Franchise Group, Inc.	Florida	P17000043059

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Refreshment Concepts, Inc.	Florida	P17000046508
FDR Enterprises, Inc.	Tennessee	

**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 December 17, 2016.

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 (Refreshment) 12/17/16.

**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 (FDR) 12/17/16.

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director	Typed or Printed Name of Individual & Title
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Repicci's Franchise Group

Frank Repici

X:

Camille Crawford

x: Chad A. [Signature]

Refreshment Concepts, Inc.

Camille Crawford

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X: 

FDR Enterprises, Inc.

Frank Repici

X:

\_\_\_\_\_

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\_\_\_\_\_

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Typed or Printed Name of Individual & Title  
Director

## Repicci's Franchise Group

Frank Repici

**X:**

Luh Bui

Refreshment Concepts, Inc.

Camille Crawford

X:

FDR Enterprises, Inc.

Frank Repici

**X:**

Josh Reji

# **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>
Repicci's Franchise Group, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Refreshment Concepts, Inc.	Florida
FDR Enterprises, Inc.	Tennessee

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

**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: see attached – acquisition agreement (368 (a)(1)(C))

*(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:  
(See attached)

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

**CERTIFICATE OF DOMESTICATION**


The undersigned, Frank D Repici Chief Executive Officer,  
(Name) (Title)  
of Repicci's Franchise Group, Inc. a foreign corporation.  
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was December 20 2004.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Tennessee.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Repicci's Franchise Group, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Repicci's Franchise Group, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Tennessee.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am CEO of Repicci's Franchise Group, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 5 day of May 2017.

  
(Authorized Signature)

<b>Filing Fee:</b>	
Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

INH553 (12/12)

**FILED**  
17 MAY 15 PM 1:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION**  
**IN COMPLIANCE WITH CHAPTER 607, F.S.**

**ARTICLE I NAME**

THE NAME OF THE CORPORATION SHALL BE:

Repicci's Franchise Group, Inc.

**ARTICLE II PRINCIPAL OFFICE**

THE PRINCIPAL PLACE OF BUSINESS/ MAILING ADDRESS IS:

Principal Address

Mailing Address

Frank D Repici

401 E Las Olas Blvd.

Suite 1400

Ft. Lauderdale, FL 33301

401 E Las Olas Blvd.

Suite 1400

Ft. Lauderdale, FL 33301

**ARTICLE III PURPOSE**

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED:

Food Service

FILED  
17 MAY 15 PM 1:03  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE IV    SHARES**

THE NUMBER OF SHARES OF STOCK IS: 1,000

**ARTICLE V    INITIAL DIRECTORS AND/ OR OFFICERS**

THEIR NAME(S) AND ADDRESS(ES) AND SPECIFIC TITLES:

Title/Name

Frank D Repici

2249 Peterson Drive

Chattanooga, TN 37421

Title/Name

Camille A Crawford

3510 Trotter Drive

Alpharetta, GA 30004

Title/Name

Title/Name

Title/Name

Chief Executive Officer

Title/Name

Director

FILED  
17 MAY 15 PM 1:03  
CLERK OF DISTRICT COURT  
FALLS CHURCH, VIRGINIA

**ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS**

THE NAME AND FLORIDA STREET ADDRESS (P.O. BOX NOT ACCEPTABLE) OF THE REGISTERED AGENT IS:

Daniel R Thompson  
401 E Las Olas Blvd. #1400  
Ft. Lauderdale, FL 33301

**ARTICLE VII INCORPORATOR**


THE NAME AND ADDRESS OF THE INCORPORATOR IS:

Daniel R Thompson  
401 E Las Olas Blvd. #1400  
Ft. Lauderdale, FL 33301

.....  
HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I AM FAMILIAR WITH AND  
ACCEPT THE ASSIGNMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

  
Signature/Registered Agent

5/5/17  
Date

  
Signature/Incorporator

5/5/17  
Date

FILED  
17 MAY 15 PM 1:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA