

**P180005231**

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE  
CLUBHOUSE PUB & GRILL INC.**

Certificate of Status	1
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## 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)
CLUBHOUSE PUB & GRILL INC.	FLORIDA	P18000052231

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CLUBHOUSE PUB, INC.	FLORIDA	H02860

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**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 12/03/2018.

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 12/03/2018.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

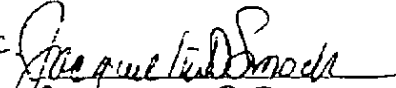
(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or  
DirectorTyped or Printed Name of Individual & Title

CLUBHOUSE PUB &amp; GRILL INC.



JACQUELINE D SMOCK PVST

CLUBHOUSE PUB, INC.



JACQUELINE D SMOCK OWNER, PVST

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**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:

NameJurisdiction

CLUBHOUSE PUB &amp; GRILL INC.

FLORIDA

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

NameJurisdiction

CLUBHOUSE PUB, INC.

FLORIDA

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

CLUBHOUSE PUB, INC., shall be merged with and into the Parent on the Effective Date on Dec 3 2018. Following the Effective Date, the separate corporate existence of the Company shall cease, and the Parent shall continue as the surviving corporation (the Surviving Corporation). The effects and consequences of the Merger shall be set forth in this Agreement and CLUBHOUSE PUB, INC.

**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:

*(Attach additional sheets if necessary)*

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

Each share of common stock of CLUBHOUSE PUB, INC. that is owned by the Parent or the Company (as treasury stock or otherwise) will automatically be canceled and retired and will cease to exist, and no consideration will be delivered in exchange.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

The by-laws of the Parent in effect at the Effective Date shall be the by-laws of the Surviving Corporation.

This agreement together with the Certificate of Merger constitutes the sole and entire agreement of the parties to this Agreement with respect to the subject matter contained herein, and supersedes all prior understandings, representations and warranties, and agreements, both written and oral, with respect to such subject matter.

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