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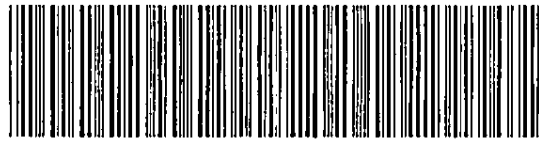
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- ☐ **CERTIFIED COPY** _____
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1. **FAZOLI'S PROMOTIONS, INC.**
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

ARTICLES OF MERGER

of

Fazoli's Promotions, Inc., a Colorado Corporation

with and into

Fazoli's Promotions, Inc., a Florida Corporation

Pursuant to the provisions of Florida Statutes and Colorado Statutes, the undersigned entities (the "Constituent Entities") hereby adopt the following Articles of Merger for the purpose of merging

FAZOLI'S PROMOTIONS, INC., a Colorado corporation, with principal offices at 2470 Pahlumbo Drive, Lexington, Kentucky 40509 ("Fazoli's/Colorado").

with and into

FAZOLI'S PROMOTIONS, INC., a Florida corporation with principal offices at 2470 Pahlumbo Drive, Lexington, Kentucky 40509 ("Fazoli's/Florida").

FIRST Fazoli's/Florida shall be the surviving entity in the merger.

SECOND The *Plan Of Reorganization And Merger* duly authorized, adopted, and approved by each of the Constituent Entities is attached as Exhibit A, and incorporated herein by this reference as a part of these Articles of Merger.

THIRD The name of the surviving entity is Fazoli's Promotions, Inc., a Florida corporation. This entity existed before the merger and is a domestic, Florida corporation.

FOURTH The *Plan Of Reorganization And Merger* was duly authorized and approved by each of the Constituent Entities in accordance with both Colorado and Florida Statutes.

FIFTH The *Plan Of Reorganization And Merger* was adopted by Fazoli's/Colorado, by unanimous written consent, on August 6, 2020.

SIXTH The *Plan Of Reorganization And Merger* was adopted by Fazoli's/Florida by unanimous, written consent on August 6, 2020.

Dated this 6th day of August, 2020.

Fazoli's Promotions, Inc.
a Colorado corporation

By:


Rodney Lee, Treasurer and CFO

Fazoli's Promotions, Inc.
a Florida corporation

By:

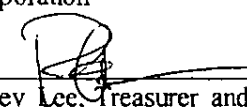

Rodney Lee, Treasurer and CFO

EXHIBIT A

PLAN OF REORGANIZATION AND MERGER

This Plan Of Reorganization And Merger ("Plan Of Merger") is made and entered into as of the 6th day of August 2020, by and between:

Fazoli's Promotions, Inc., a Colorado corporation, Colorado ID No. 20061407827, incorporated October 5, 2006 (referred to as "Fazoli's/Colorado"), the merging entity, with principal offices at 2470 Palumbo Drive, Lexington, Kentucky 40509, and registered agent Registered Agent Solutions, Inc., 36 South 18th Avenue, Suite D, Brighton, Colorado 8060;

and

Fazoli's Promotions, Inc., a Florida corporation, incorporated August 5, 2020 (referred to as "Fazoli's/Florida"), the surviving entity, with principal offices at 2470 Palumbo Drive, Lexington, Kentucky 40509, and registered agent Registered Agent Solutions, Inc., 155 Office Plaza Drive, Suite A, Tallahassee, Florida 32301;

and the merger contemplated by this Plan Of Merger and the Articles Of Merger, to which this Plan Of Merger shall be affixed before recordation, shall be effective upon final registration with the appropriate offices in Colorado and Florida.

1. Merger

1.1 Merger of Fazoli's/Colorado with and into Fazoli's/Florida On the terms and subject to the conditions of this Plan Of Merger, Fazoli's/Colorado shall be merged with and into Fazoli's/Florida (the "Merger"), effective as of the date of final filing with the Florida Secretary of State (the "Effective Date"). The separate existence of Fazoli's/Colorado shall thereupon cease; Fazoli's/Florida shall be the surviving entity; and the separate existence of Fazoli's/Florida, with all of its purposes, objects, rights, privileges, powers, franchises, and interests, shall continue unaffected and unimpaired by the Merger. The Merger shall be pursuant to the provisions of, and with the effect provided in, the applicable laws of the State of Florida and the State of Colorado. Limited liability is retained by Fazoli's/Florida. It is the intention of the parties that the merger be treated as a mere change in the place of organization of Fazoli's/Colorado and qualify as "Type F" reorganization, which shall be tax free under Internal Revenue Code Section 368. Fazoli's/Florida, the surviving entity, does not maintain a registered agent in the State of Colorado and service of process may be addressed to Fazoli's/Florida and mailed to the principal address pursuant to section 7-90-704(2), C.R.S.

1.2 Effect of Merger At and after the Effective Date (i) Fazoli's/Florida shall possess all of the respective rights, privileges, immunities, powers, franchises, and interests of Fazoli's/Colorado in and to every type of property (real, personal, and mixed) and choses in action, all of which shall be transferred to and vested in Fazoli's/Florida by virtue of this Merger without any deed or other transfer and without reversion or impairment. Any action or proceeding, whether civil, criminal or administrative, pending by or against Fazoli's/Colorado may be continued as if the Merger did not occur, or Fazoli's/Florida may be substituted for Fazoli's/Colorado in such action or proceeding.

1.3 Liabilities and Responsibilities Fazoli's/Florida shall be liable for all liabilities of Fazoli's/Colorado, and all debts, liabilities, obligations, and contracts of Fazoli's/Colorado, whether matured or unmatured, whether accrued, absolute, contingent, or otherwise, and whether or not reflected or reserved against on the balance sheet, books of account, or records of Fazoli's/Colorado, shall be those of Fazoli's/Florida and shall not be released or impaired by the Merger. Further, all rights of creditors and other obligees and all liens of properties of Fazoli's/Colorado shall be preserved unimpaired.

1.4 Additional Actions If, at any time after the Effective Date, Fazoli's/Florida shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect, or confirm of record or otherwise in Fazoli's/Florida its rights, title or interests in, to or under any of the rights, properties, or assets of Fazoli's/Colorado acquired or to be acquired by Fazoli's/Florida as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Plan Of Merger, Fazoli's/Colorado and the proper representative of Fazoli's/Colorado shall be deemed to have granted to Fazoli's/Florida an irrevocable power of attorney, coupled with an interest, to (x) execute and deliver all such proper deeds, assignments and assurances in law, (y) do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in Fazoli's/Florida, and (z) otherwise carry out the purposes of this Plan Of Merger. The officers of Fazoli's/Florida are fully authorized in the name of Fazoli's/Colorado, or otherwise, to take any and all such actions.


2. Conversion and Exchange of Shares of Stock On the Effective Date, the shares of stock of Fazoli's/Colorado outstanding immediately prior to the Effective Date shall, by virtue of the merger, be converted into a like number of shares of stock of Fazoli's/Florida. On and after the Effective Date, each holder of a certificate or certificates theretofore representing outstanding member interests of Fazoli's/Colorado (a "Certificate") may surrender same to Fazoli's/Florida or its agent for cancellation and each such holder shall be entitled upon such surrender to receive in exchange therefor certificate(s) representing the number of Fazoli's/Florida shares into which the member interests represented by such Certificates have been changed or converted as aforesaid.

3. Approval The Merger and this Plan Of Merger has been submitted to and unanimously approved by the shareholder(s) of Fazoli's/Florida and Fazoli's/Colorado, all in accordance with applicable Colorado and Florida laws.

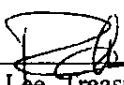
4. Colorado Notice Causing the Articles Of Merger, to which this document is to be attached, to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic states, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents and the organic statutes. This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

In witness whereof, the parties have caused this Plan Of Reorganization And Merger to be signed and delivered on their behalf as of the day and year first above written.

FAZOLI'S PROMOTIONS, INC.
a Colorado corporation

By: 
Rodney Lee, Treasurer and CFO

FAZOLI'S PROMOTIONS, INC.
a Florida corporation

By: 
Rodney Lee, Treasurer and CFO

CERTIFICATE OF APPROVAL AND ADOPTION

The undersigned, Rodney Lee, Treasurer and CFO of Fazoli's Promotions, Inc., a Colorado corporation, hereby certifies that the foregoing *Plan Of Reorganization And Merger* was approved by written consent of its shareholder(s) this 6th day of August, 2020. The merger was approved in accordance with the laws of the State of Colorado and Fazoli's Promotions, Inc.'s Bylaws.

By: 
Rodney Lee, Treasurer and CFO

CERTIFICATE OF APPROVAL AND ADOPTION

The undersigned, Rodney Lee, Treasurer and CFO of Fazoli's Promotions, Inc., a Florida corporation, hereby certifies that the foregoing *Plan Of Reorganization And Merger* was approved by written consent of its shareholder(s) this 6th day of August, 2020. The merger was approved in accordance with the laws of the State of Florida and Fazoli's Promotions, Inc.'s Bylaws.

By: 
Rodney Lee, Treasurer and CFO

This Instrument Prepared By:
Joseph C. Benton, Esq.
Stone & Benton PSC
201 Walton Avenue
Lexington, Kentucky 40502
859-252-6600