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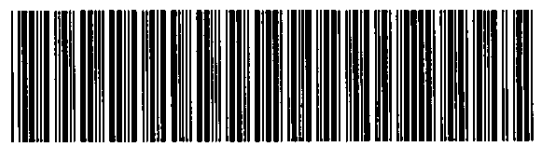
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(Business Entity Name)

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(Document Number)

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*Merger*  
JUN 20 2014

R. WHITE

FILED  
JUN 10 2014  
FBI - JAX

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** BAM-BAM PIZZA, 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:

ROBERT P. SALTSMAN, P.A.

Contact Person

ROBERT P. SALTSMAN, P.A.

Firm/Company

P.O. Box 2146

Address

Winter Park, FL 32790-2146

City/State and Zip Code

nancy@saltsmanpa.com

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

For further information concerning this matter, please call:

Nancy J. Calhoun

Name of Contact Person

At ( 407 )

647-2899

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

14 JUN 10 10:43  
FALLA, FLORIDA

**ARTICLES OF MERGER OF  
L-N-W PIZZA, INC. WITH AND INTO  
BAM-BAM PIZZA, INC.**

The following **ARTICLES OF MERGER** by and between **L-N-W PIZZA, INC.** a Florida corporation, and **BAM-BAM PIZZA, INC.**, a Florida corporation, are being submitted in accordance with Florida Statutes Section 607.1109 of the Florida Business Corporation Act, as amended, (the "Act").

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type of the entity being merged is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<b>L-N-W PIZZA, INC.</b> 9600 Delegates Drive Orlando, FL 32837	Florida	Corporation

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving entity is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<b>BAM-BAM PIZZA, INC.</b> 9600 Delegates Drive Orlando, FL 32837	Florida	Corporation

Florida Document No: P94000049446

FEIN: 59-3255539

**THIRD:** The Agreement and Plan of Merger dated June 1, 2014 ("Plan of Merger"), a copy of which is attached hereto as Exhibit A and incorporated by reference as if fully set forth herein, meets the requirements of Section 607.1101 of the Act.

**FOURTH:** The Plan of Merger was unanimously approved and adopted by the Shareholders of **L-N-W PIZZA, INC.**, the merging corporation, on June 1, 2014 by that certain Agreement and Plan of Merger of even date herewith.

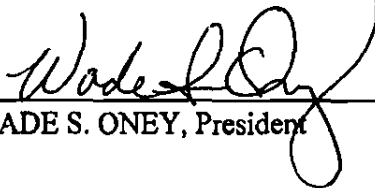
**FIFTH:** The Plan of Merger was unanimously approved and adopted by the Shareholders of **BAM-BAM PIZZA, INC.**, the surviving corporation, on June 1, 2014, by certain Agreement and Plan of Merger of even date herewith.

**SIXTH:** The merger is permitted under the laws of the State of Florida and is not prohibited by any agreement of any party to the merger.

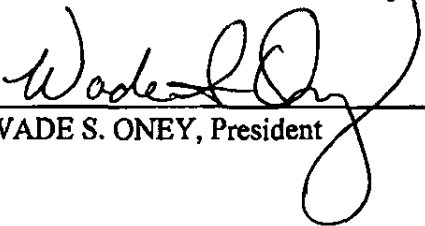
**SEVENTH:** Pursuant to and in compliance with Section 607.1023 of the Act, the date and time of the effectiveness of the merger shall be on June 30, 2014 at 8:00 A.M., EST.

**IN WITNESS WHEREOF,** the parties hereto have caused these Articles of Merger to be executed by an authorized person this 1<sup>st</sup> day of June, 2014.

**L-N-W PIZZA, INC.** a Florida corporation

By:   
WADE S. ONEY, President

**BAM-BAM PIZZA, INC.,** a Florida corporation

By:   
WADE S. ONEY, President

**AGREEMENT AND PLAN OF MERGER OF  
L-N-W PIZZA, INC.  
INTO  
BAM-BAM PIZZA, INC.**

**THIS AGREEMENT AND PLAN OF MERGER**, dated this 1<sup>st</sup> day of June, 2014, made by and among **L-N-W PIZZA, INC.**, a Florida corporation ("L-N-W") and **BAM-BAM PIZZA, INC.**, a Florida corporation ("BAM-BAM").

**WITNESSETH:**

**WHEREAS**, L-N-W desires to merge with and into BAM-BAM, with BAM-BAM being the surviving entity (the "Merger"), upon the terms, and subject to the conditions herein, set forth in this Plan of Merger (the "Plan") and in accordance with Florida Statutes Section 607.1101 of the Florida Business Corporation Act, as amended, (the "Act"); and

**WHEREAS**, the President of BAM-BAM has determined that it is advisable that L-N-W be merged into BAM-BAM, on the terms and conditions set forth, in this Plan of Merger, and in accordance with Section 607.1101 of the Act.

**NOW, THEREFORE**, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

**ARTICLE I**

**EFFECTIVE DATE; MERGER; ADOPTION AND APPROVAL**

1. The term "Effective Date" shall mean the date of June 30, 2014 at 8:00 A.M., EST.
2. On the Effective Date, L-N-W shall be merged with and into BAM-BAM. The separate existence of L-N-W shall cease at the Effective Date and the existence of BAM-BAM shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the law of the State of Florida.
3. The Plan of Merger has been approved and adopted by the Shareholders of L-N-W in accordance with the applicable provisions of Section 607.1103 of the Act and consented to by the Shareholders on June 1, 2014. The Shareholders have waived notice of the merger by their signatures below.
4. The Plan of Merger has been approved and adopted by the Shareholders of BAM-BAM in accordance with Section 607.1103 of the Act. The Shareholders consented to the merger on June 1, 2014 and waived notice thereof by their signatures below.

## **ARTICLE II**

### **EFFECTS OF THE MERGER**

At and after the merger, BAM-BAM shall possess all of the rights, privileges, immunities and franchises of a public and private nature of the merging L-N-W; any and all property, real, personal and mixed, and any and all debts due of the merged L-N-W on whatever account, and all other choses in action, and all and every other interest of the merged L-N-W shall be taken and transferred to and vested in the surviving BAM-BAM without further act or deed; and the title to any real estate, or any interest therein, vested in the merging L-N-W shall not prevent or be in any way impaired by reason of the merger, all as more particularly set forth in and pursuant to Section 607.1101 of the Act.

## **ARTICLE III**

### **TERMS OF THE TRANSACTION; CONVERSION OF AND PAYMENT FOR SHARES**

The manner and basis of converting shares of L-N-W's stock certificates into Shares of BAM-BAM stock certificates shall be as follows:

Stock certificates of BAM-BAM shall be issued in to the Shareholders of L-N-W on a pro rata basis held of record without any action of the holder thereof. Each stock certificate representing Shares of said merged L-N-W shall be canceled of record and exchanged for One (1) Share certificate representing an issued stock certificate of the surviving BAM-BAM.

As soon as possible after the Effective Date, a letter of transmittal providing instructions for surrendering certificates for cancellation and to be used for transmitting certificates for cancellation shall be delivered to all of the Shareholders of L-N-W.

## **ARTICLE IV**

### **DISSENTERS' RIGHTS**

Shareholders of L-N-W who would be entitled to vote on the Merger and who wish to dissent thereto, are entitled, if the Shareholder complies with the provisions of the Act regarding the rights of dissenting Shareholders, to be paid the fair value of such Shareholder's shares.

## **ARTICLE V**

### **ASSIGNMENT**

If at any time BAM-BAM shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in BAM-BAM the title to any property or rights of L-N-W, or to otherwise carry out the provisions hereof, the President of L-N-W as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, or conform title to such property or rights in BAM-BAM, and the President of BAM-BAM is fully authorized in the name and

on behalf of L-N-W or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

#### **ARTICLE VI**

##### **EXPENSES**

BAM-BAM shall pay all expenses of accomplishing the Merger.

#### **ARTICLE VII**

##### **ARTICLES OF ORGANIZATION**

The Articles of Incorporation of BAM-BAM, as in effect on the date of the Merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of BAM-BAM surviving this merger without change or amendment until further amended in accordance with the provisions thereof and applicable laws. The President of BAM-BAM surviving this merger shall be the same upon the Merger as he is for said corporation immediately prior thereto. The Shareholders' Agreement of the surviving BAM-BAM as in effect at the time of Merger, shall continue to be the Shareholders' Agreement of BAM-BAM, as the corporation, without change or amendment until further amended in accordance with the provisions thereof and applicable laws.

#### **ARTICLE VIII**

##### **MANAGEMENT**

Management of BAM-BAM is vested in its President and the name and address of the President are as set forth below.

Wade S. Oney  
9600 Delegates Drive  
Orlando, FL 32837

#### **ARTICLE IX**

##### **AMENDMENT**

At any time before the filing with the Florida Department of State of Florida of the Articles of Merger to be filed in connection herewith, the President of BAM-BAM may amend this Plan. If the Articles of Merger have already been filed, amended Articles of Merger shall be filed with the Department of State, but only if such amended Articles of Merger can be filed before the Effective Date.

**ARTICLE X**

**TERMINATION**

If for any reason consummation of the Merger is inadvisable in the opinion of the President of BAM-BAM, this Plan may be terminated at any time before the Effective Date by resolution of the President of BAM-BAM. Upon termination as provided herein, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination hereof on the part of BAM-BAM or L-N-W, or their directors, officers, employees, agents, or shareholders.

**IN WITNESS WHEREOF**, the parties have set their hands this 1<sup>st</sup> day of June, 2014.

**L-N-W PIZZA, INC.** a Florida corporation

By: \_\_\_\_\_

WADE S. ONEY, President

**BAM-BAM PIZZA, INC.**, a Florida corporation

By: \_\_\_\_\_

WADE S. ONEY, President



**CONSENT AND WAIVER OF NOTICE OF SHAREHOLDERS**

The undersigned Shareholders of L-N-W hereby consent to and acknowledge this Agreement and Plan of Merger and waive notice thereof.

"Shareholders"

L-N-W PIZZA, INC. a Florida corporation

**WADE S. ONEY REVOCABLE TRUST DATED  
06/26/07, AS AMENDED, WADE S. ONEY, TRUSTEE**

By:   
WADE S. ONEY, Trustee

**CHARLES J. PETERS REVOCABLE TRUST U/A/D  
03/20/03, AS AMENDED, CHARLES J. PETERS,  
TRUSTEE**

By:   
CHARLES J. PETERS, Trustee

**CONSENT AND WAIVER OF NOTICE OF SHAREHOLDERS**

The undersigned Shareholders of BAM-BAM hereby consent to and acknowledge this Agreement and Plan of Merger and waive notice thereof.

"Shareholders"

BAM-BAM PIZZA, INC., a Florida corporation

**WADE S. ONEY REVOCABLE TRUST DATED  
06/26/07, AS AMENDED, WADE S. ONEY, TRUSTEE**

By:   
WADE S. ONEY, Trustee

**CHARLES J. PETERS REVOCABLE TRUST U/A/D  
03/20/03, AS AMENDED, CHARLES J. PETERS,  
TRUSTEE**

By:   
CHARLES J. PETERS, Trustee