

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
 Fax Number : (850) 617-6380

From:

Account Name : C T CORPORATION SYSTEM
 Account Number : FCA0000000023
 Phone : (850) 222-1092
 Fax Number : (850) 878-5368

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

Email Address: _____

MERGER OR SHARE EXCHANGE

American Foodservice Distributors LLC

Certificate of Status	0
Certified Copy	0
Page Count	13
Estimated Charge	\$60.00

D. BRUCE

JAN - 5 2010

EXAMINER

10 JAN - 4 AM 10:16
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

RECEIVED
 10 JAN - 4 PM 4:21
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AMERICAN FOODSERVICE DISTRIBUTORS LLC
Name of Surviving Party

Please return all correspondence concerning this matter to:

Dee Ann Catlin/Smart & Final

Contact Person

Smart & Final Stores LLC

Firm/Company

600 Citadel Drive

Address

Commerce, CA 90040

City, State and Zip Code

dee.catlin@smartandfinal.com

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

For further information concerning this matter, please call:

Dee Ann Catlin/Smart & Final

Name of Contact Person

at (323)

889-7699

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

Articles of Merger
For
Florida Profit or Non-Profit Corporation

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 or 617.0302, 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>
AmeriFoods Trading Company	Florida	Corporation
P95000053075		

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>
American FoodService Distributors LLC	California	LLC

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, 608, 617, and/or 620, Florida Statutes.

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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:

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:

600 Citadel Drive

Commerce, CA 90040

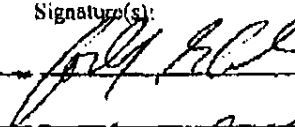
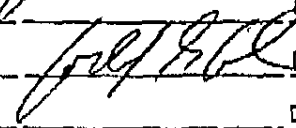
SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

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.

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
American FoodService Distributors LLC		Donald G. Alvarado
		Manager, SrVP&Sec.
AmeriFoods Trading Company		Donald G. Alvarado
		Director, SrVP&Sec.

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

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PLAN OF MERGER

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>
AmeriFoods Trading Company	Florida	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>
American FoodService Distributors LLC	California	LLC

THIRD: The terms and conditions of the merger are as follows:

Attached Plan and Agreement of Merger

(Attach additional sheet if necessary)

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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 Plan and Agreement of Merger

(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:

Not Applicable

(Attach additional sheet if necessary)

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

N/A

(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:

George G. Golleher, 600 Citadel Drive, Commerce, CA 90040

Richard N. Phagley, 600 Citadel Drive, Commerce, CA 90040

Donald G. Alvarado, 600 Citadel Drive, Commerce, CA 90040

(Attach additional sheet if necessary)

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

Attached Plan and Agreement of Merger

(Attach additional sheet if necessary)

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

Attached Plan and Agreement of Merger

(Attach additional sheet if necessary)

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

PLAN AND AGREEMENT OF MERGER

by and between

AMERICAN FOODSERVICE DISTRIBUTORS LLC

and

AMERIFOODS TRADING COMPANY

This Plan and Agreement of Merger ("Plan of Merger") is entered into as of December 29, 2009, by and between AMERICAN FOODSERVICE DISTRIBUTORS LLC, a California limited liability company ("AFD") and AMERIFOODS TRADING COMPANY, a Florida corporation ("ATC").

RECITALS

WHEREAS, ATC's sole owner is AFD; and

WHEREAS, ATC's Board of Directors has determined that it is advisable and in the best interests of ATC to, upon the terms and subject to the conditions stated herein, that ATC shall be merged into its parent company, AFD, with AFD being the surviving entity in the Merger; and

WHEREAS, the Managers ("Managers") of AFD have deemed it desirable, upon the terms and subject to the conditions stated herein, that ATC shall be merged into AFD, with the stock certificate of ATC cancelled and all of ATC's assets and liabilities assumed by AFD; and

WHEREAS, the Managers of AFD have deemed it desirable, following the merger of ATC into AFD, that AFD shall change its name to "AMERIFOODS TRADING COMPANY LLC" ("NEW ATC") and that NEW ATC shall retain the California limited liability company form of organization.

1. Parties to Merger.

(a) AFD is a limited liability company organized under the laws of the State of California. The original Articles of Incorporation of AFD were filed with the Secretary of State of California on October 1, 1990 under the name Casino American Food Service Corporation, and the related Articles of Organization - Conversion, which converted the entity to a limited liability company were filed with the Secretary of State of California on May 29, 2007.

(b) ATC is a corporation organized under the laws of the State of Florida. The Articles of Incorporation of ATC were filed with the Secretary of State of Florida on July

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10, 1995. ATC currently has 100 shares of authorized stock, of which there are 100 shares issued and outstanding, all of which shares are held by AFD.

2. Merger. Upon the filing of the Articles of Merger attached hereto as Schedule A with the Florida Department of State - Division of Corporations (the "Effective Date"), ATC shall be merged into AFD, with AFD as the surviving entity, and ATC shall cease to exist as a separate entity.

3. Terms of Merger. On the Effective Date:

(a) each of the 100 issued and outstanding shares of stock of ATC shall not be converted in any manner, but shall be surrendered by AFD to ATC, and thereafter extinguished and cancelled by ATC, without any payment being made in respect thereof;

(b) AFD shall succeed by virtue of the Merger to all properties, powers, rights, immunities and privileges of ATC and shall assume all of the liabilities and obligations of ATC; and

(c) AFD shall change its name to "AMERIFOODS TRADING COMPANY LLC" ("NEW ATC") and that NEW ATC shall retain the California limited liability company form of organization.

4. Further Assurances. If at any time AFD, or its successors or assigns, shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to carry out the purposes of this Plan of Merger, ATC and its proper officers and directors shall be deemed to have granted to AFD an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary and proper to vest, perfect or confirm title to and possession of such rights, properties or assets in AFD and otherwise to carry out the purposes of the Plan of Merger, and the managers and officers of AFD are fully authorized in the name of the ATC to take any and all such action.

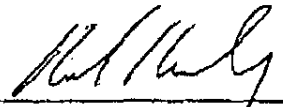
5. Amendment or Termination. This Plan of Merger may be amended or terminated at any time on or before the Effective Date by action by the Managers.

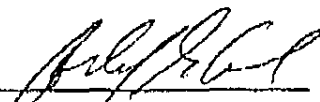
6. Approvals. This Plan of Merger has been approved on behalf of ATC by Unanimous Written Consent of its Board of Directors and on behalf of AFD by Unanimous Written Consent of its Board of Managers.

[Signature page follows]


IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be executed as of the date first set forth above.

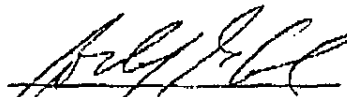
AMERIFOODS TRADING COMPANY,
a Florida corporation

By: 
Richard N. Phegley
Senior Vice President

By: 
Donald G. Alvarado
Senior Vice President

**AMERICAN FOODSERVICE
DISTRIBUTORS LLC**
to be hereafter known as
**AMERIFOODS TRADING COMPANY
LLC**, a California limited liability
company

By: 
Richard N. Phegley
Manager

By: 
Donald G. Alvarado
Manager

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SCHEDULE A
[ARTICLES OF MERGER]

(attached)

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