

JAN 24 2017 9:55AM

ADAMS & REESE

NO. 543

P. 1

Page 1 of 2

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Florida Department of State

Division of Corporations

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**Email Address:** DEREK.HOUSTON@ARLAW.COM

**MERGER OR SHARE EXCHANGE  
JEM Restaurant Group of Florida, Inc.**

Certificate of Status	1
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JAN 25 2017

C LEWIS

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** JEM RESTAURANT GROUP OF FLORIDA, INC.

Name of Surviving Party

Please return all correspondence concerning this matter to:

DEREK R. HOUSTON

Contact Person

ADAMS AND REESE LLP

Firm/Company

150 SECOND AVENUE NORTH, SUITE 1700

Address

ST. PETERSBURG, FLORIDA 33701

City, State and Zip Code

DEREK.HOUSTON@ARLAW.COM

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

For further information concerning this matter, please call:

DEREK HOUSTON

Name of Contact Person

at (727) 502-8200 EXT. 68224

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

JAN. 24. 2017 9:55AM

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NO. 543 P. 33  
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2017 JAN 24 AM 9:50

ARTICLES OF MERGER

L13000089283

Pursuant to ss. 605.1025 and s. 607.1109 F.S., the following Articles of Merger is submitted to merge Winter Haven LL, LLC, a Florida limited liability company ("Winter Haven LL" or "Merging LLC"), with and into JEM Restaurant Group of Florida, Inc., a Florida corporation ("JEM" or "Surviving Corporation") in accordance with the Florida Revised Limited Liability Act and the Florida Business Corporation Act (the "Merger") and the parties agree as follows:

1. Surviving Corporation exists before the Merger and is a domestic corporation with a principal office at #2 Wharfside Street, Suite 2-0, Charleston, SC 29401.
2. Merging LLC exists before the Merger and is a domestic limited liability company with a principal office at #2 Wharfside Street, Suite 2-0, Charleston, SC 29401.
3. Merging LLC and Surviving Corporation hereby adopt these Articles of Merger for the purpose of effecting the Merger, with JEM being the surviving corporation in the Merger.
4. Attached to these Articles of Merger as Exhibit A is the Agreement and Plan of Merger (the "Plan of Merger") for merging Merging LLC with and into Surviving Corporation. The attached Plan of Merger meets the requirements of the Florida Revised Limited Liability Act and the Florida Business Corporation Act.
5. The members and managers of the Merging LLC and the directors and shareholders of the Surviving Corporation each approved and adopted the Plan of Merger by unanimous written consents on January 20, 2017. The Merger was approved by Merging LLC and its members in accordance with ss.605.1021-605.1026 F.S.; the Merger was recommended by the sole director of Surviving Corporation and approved by Surviving Corporation and its sole director and shareholders in accordance with ss.607.1103 F.S.; and the Merger was approved by each member or individual who as a result of the Merger will have interest holder liability under s. 605.1023(1)(b), F.S.
6. The Articles of Merger were executed in accordance with and comply with the laws of the State of Florida. The merger of the Merging LLC with and into the Surviving Corporation is permitted by the laws of the State of Florida, has been authorized in compliance with said laws, and is not prohibited by the Articles of Organization or Operating Agreement of the Merging LLC or the of Articles of Incorporation or Bylaws of the Surviving Corporation. Both the Merging LLC and the Surviving Corporation have complied with the laws of the State of Florida in effecting the merger.
7. JEM agrees to pay any members of Merging LLC with appraisal rights the amount to which members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.
8. The effective time and date of the Merger shall be upon the filing of these Articles of Merger.

H17000021746 3

JAN. 24. 2017 9:56AM

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NO. 543,0021 P. 4

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IN WITNESS WHEREOF, the undersigned have executed this document as of January 22,  
2017.

**"Winer Haven LL"**

**Winter Haven LL, LLC**

By: JEM Restaurant Group of Florida, Inc.,  
a Florida corporation, as Sole  
Member and Sole Manager

By: John E. McGrath, its CEO and Chairman of the  
Board of Directors.

**"JEM"**

**JEM Restaurant Group of Florida, Inc.,**  
a Florida corporation

By: John E. McGrath, its CEO and Chairman of the  
Board of Directors

JAN. 24. 2017 9:56AM

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NO. 5430021P. 53

**Exhibit A**  
(Agreement and Plan of Merger)

2017 JAN 24 AM 9:59

### AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into and adopted as of January 20, 2017, by and between Winter Haven LL, LLC, a Florida limited liability company ("Winter Haven LL"), and JEM Restaurant Group of Florida, Inc., a Florida corporation ("JEM").

#### **RECITALS**

**WHEREAS**, JEM is a Florida corporation with its registered office located at #2 Wharfside Street, Suite 2-0, Charleston, SC 29401.

**WHEREAS**, Winter Haven LL is a Florida limited liability company with its registered office located at #2 Wharfside Street, Suite 2-0, Charleston, SC 29401.

**WHEREAS**, JEM is the sole member of Winter Haven LL (owning 100% of the issued and outstanding membership interest of Winter Haven LL) and is the sole manager of Winter Haven LL.

**WHEREAS**, John E. McGrath owns 100 Class A Voting Shares of Common Stock of JEM and McGrath Family Trust of 2009 FL under the trust dated December 26, 2009, owns 9,900 Class B Nonvoting Shares of Common Stock of JEM, which collectively comprise all the issued and outstanding stock of JEM.

**WHEREAS**, the Florida Revised Limited Liability Act permits a merger of a domestic limited liability company with a domestic or foreign surviving entity.

**WHEREAS**, the Florida Business Corporation Act permits a merger of a domestic corporation of with a foreign or domestic entity.

**WHEREAS**, Winter Haven LL and JEM and their respective members, managers, shareholders and/or directors deem it advisable and to the advantage, welfare, and best interests of said entities and their respective members and shareholders to merge Winter Haven LL with and into JEM pursuant to the provisions of the Florida Revised Limited Liability Act and the Florida Business Corporation Act, as applicable (jointly, the "Law") upon the terms and conditions hereinafter set forth.

**NOW, THEREFORE**, in consideration of the above recitals and the representations, covenants and agreements contained herein, the parties hereto, intending to be legally bound, agree as follows:

**Section 1. Recitals.** The foregoing recitals are true and correct and are incorporated herein.

**Section 2. The Merger.** In accordance with provisions of the Florida Revised Limited Liability Act and the Florida Business Corporation Act, Winter Haven LL shall merge with and into JEM (the "Merger"). Thereupon, the separate existence of Winter Haven LL as a limited liability company shall cease; JEM shall be the surviving entity in the Merger; and JEM shall continue its existence as a corporation under the laws of the State of Florida. As a result of the Merger, JEM shall succeed to and shall assume all of the assets and liabilities of Winter Haven LL and JEM shall continue all of the activities of Winter Haven LL, including the performance of all agreements and other contracts of Winter Haven LL.

**Section 3. Address.** JEM shall continue to maintain its office at #2 Wharfside Street, Suite 2-0, Charleston, SC 29401.

**Section 4. Articles of Merger.** Winter Haven LL, as the merging limited liability company, and JEM, as the surviving corporation in the Merger, shall file Articles of Merger, describing the transactions as specified by Section 2 above, with the Florida Department of State. Such Articles of Merger shall contain the provisions required by the Florida Revised Limited Liability Act and the Florida Business Corporation Act, shall be executed by Winter Haven LL and JEM, and shall be effective upon filing with the Florida Department of State.

**Section 5. Membership Interest Conversion.** As of the Effective Date (as defined below), each membership interest in Winter Haven LL outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any additional action on the part of JEM or Winter Haven LL, be cancelled and all stock in JEM outstanding prior to the Merger shall remain outstanding stock in JEM following the Merger.

**Section 6. Articles of Incorporation/Bylaws/Directors.** The Articles of Incorporation of JEM, which are filed of record with the Florida Department of State are in full force and effect, shall continue to be the Articles of Incorporation of JEM, with the continued nature of business and/or purposes set forth therein. The present Bylaws of the JEM, which are on file in the principal office of JEM, are in full force and effect, will be the Bylaws of JEM and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act. The sole director of JEM on the Effective Date, John E McGrath, shall continue to be the director of JEM.

**Section 7. Filings.** The parties agree that they will cause to be executed, filed and recorded any document or documents prescribed by the laws of the States of Florida, and that they will cause to be performed all necessary acts within the State of Florida and elsewhere to effectuate the merger herein provided for.

**Section 8. Further Assurances.** The officers of the parties are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

**Section 9. Effective Time.** The effective time of the merger shall be the date articles of merger become effective in accordance with the laws of the State of Florida ("the "Effective Date"), unless the articles of merger specify another date.

**Section 10. Counterparts.** This Agreement and Plan of Merger may be executed in any number of counterparts with the same effect as if the parties had all executed the same document. Each counterpart shall be deemed an original and all of such counterparts together shall constitute but one and the same instrument.

JAN. 24. 2017 9:56AM

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NO. 543,002 P. 83

2017 JAN 24 AM 9:59

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be signed by their respective managers and officers thereunto duly authorized, as of the date written above.

**"Winer Haven LL"**

**Winter Haven LL, LLC**

By: JEM Restaurant Group of Florida, Inc.,  
a Florida corporation, as Sole  
Member and Sole Manager

By: John E. McGrath, its CEO and Chairman of the  
Board of Directors.

**"JEM"**

**JEM Restaurant Group of Florida, Inc.,**  
a Florida corporation

By: John E. McGrath, its CEO and Chairman of the  
Board of Directors