



J. Kenneth Blackwell
Secretary of State
State of Ohio

July 6, 1999

DIN#: 199918203218

HERNDON, MORTON, HERNDON & YAEGER
ATTN J SOHN
83 EDINGTON LN
WHEELING, WV 260031541

Re: C.E.L. PIZZA OF OHIO, INC.

Dear Customer:

The enclosed document (s) is being returned for the following reason (s) :

PLEASE FIND ENCLOSED THE APPROPRIATE FORMS TO COMPLETE A MERGER. YOU MAY NOT USE YOUR OWN DRAFTED FORMS.

****IN ORDER TO RETAIN YOUR INITIAL FILING DATE OF 7/01/1999, THE CORRECTED DOCUMENTS MUST BE RECEIVED BY THIS OFFICE NO LATER THAN 5:00 PM 8/04/1999. IF CORRECTED DOCUMENTS ARE NOT RECEIVED BY THE SPECIFIED DATE, OR THE DOCUMENTS STILL REQUIRE CORRECTIONS, THE INITIAL FILING DATE WILL NOT BE PRESERVED.**

****Please submit corrected documents to: Secretary of State, P.O. Box 818, Columbus, Ohio 43216****

To ensure proper processing of your filing, **return this letter.**

- **Return the corrected documents and the entire filing**
- **Your filing has been credited in the amount of \$50.00**

Completed documents must be returned within 30 days or a refund will be issued.

SoS/ES

30 E. Broad Street, 14th Floor, Columbus, Ohio 43266-0418



Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the **Forms Inventory List** (using the 3 digit form # located at the bottom of this form). To obtain the **Forms Inventory List** or for assistance, please

call Customer Service:

Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

Expedite this form

☐ Yes

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

C.E.L. Pizza of Ohio, Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- ☒ Domestic (Ohio) for-profit corporation, charter number 666120
- ☐ Domestic (Ohio) non-profit corporation, charter number _____
- ☐ Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____ and licensed to transact business in the State of Ohio under license number _____
- ☐ Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of _____ and NOT licensed to transact business in the state of Ohio, _____
- ☐ Domestic (Ohio) limited liability company, with registration number _____
- ☐ Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____ and registered to do business in the State of Ohio under registration number _____
- ☐ Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____ and NOT registered to do business in the State of Ohio, _____
- ☐ Domestic (Ohio) limited partnership, with registration number _____
- ☐ Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- ☐ Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio, _____
- ☐ Domestic (Ohio) partnership having limited liability, with the registration number _____

J. Kenneth Blackwell

Secretary of State

- ☐ Foreign (Non-Ohio) partnership having limited liability organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____

II. Merging Entities

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is a party to the merger are as follows: (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities)

Name	State/Country of Organization	Type of Entity
C.E.L. Pizza of Yorkville, Inc. (Charter Number 782511)	Ohio	Corporation (for-profit)

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Morgan T. Lacefield	77 Bridge Street Plaza	
(name)	(street and number)	
Wheeling	WV	26003
(city, village or township)	(state)	(zip code)

IV. Effective Date of Merger

This merger is to be effective on: July 1, 1999 (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

_____	_____
(name)	(street and number)
_____, Ohio	_____
(city, village or township)	(zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

J. Kenneth Blackwell

Secretary of State

2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

a. The name of the limited liability company in its state of organization/registration is _____

b. The name under which the limited liability company desires to transact business in Ohio is _____

c. The limited liability company was organized or registered on _____
under the laws of the state/country of _____

d. The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address)

(city, township, or village)

(state)

(zip code)

3. Foreign Qualifying Limited Partnership

(If the qualifying entity is a foreign limited partnership, the following information must be completed.)

a. The name of the limited partnership is _____

b. The limited partnership was formed on _____

c. The address of the office of the limited partnership in its state/country of organization is:

(street address)

(city, township, or village)

(county)

(state)

(zip code)

d. The limited partnership's principal office address is:

(street address)

(city, township, or village)

(county)

(state)

(zip code)

e. The names and business or residence addresses of the General partners of the partnership are as follows:

Name

Address

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address)

(city, township, or village)

(county)

(state)

(zip code)

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

a. The name of the partnership shall be _____

J. Kenneth Blackwell**Secretary of State**

b. Please complete the following appropriate section (either item b1 or b2):

1. The address of the partnership's principal office in Ohio is:

(street name and number)
 _____, Ohio _____
(city, village or township) (zip code)

(If the partnership does not have a principal office in Ohio, then items b2 and item c must be completed)

2. The address of the partnership's principal office (Non-Ohio):

(street address)

(city, township, or village) (state) (zip code)

c. The name and address of a statutory agent for service of process in Ohio is as follows:

(name) (street and number)
 _____, Ohio _____
(city, village or township) (zip code)

d. Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

e. The business which the partnership engages in is:

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

C.E.L. Pizza of Ohio, Inc.

Exact name of entity

By: _____

Its: President

Date: 7-22-99

C.E.L. Pizza of Yorkville, Inc.

Exact name of entity

By: _____

Its: President

Date: 7-22-99

Exact name of entity

By: _____

Its: _____

Date: _____

Exact name of entity

By: _____

Its: _____

Date: _____

Exact name of entity

By: _____

Its: _____

Date: _____

Exact name of entity

By: _____

Its: _____

Date: _____

LAW OFFICES

HERNDON, MORTON, HERNDON & YAEGER

RICHARD G. HERNDON*
R. CLARK MORTON
JUDITH A. HERNDON (1941-1980)
WILLIAM J. YAEGER, JR.†
GREGORY J. HERNDON†
MICHAEL E. HOOPER
ROBERT J. KRALL*†
JEREMY SOHN*
HOLLY S. BAYHAN*†
ROSS C. GAUDOIN
JASON A. MITCHELL

83 EDGINGTON LANE

WHEELING, WEST VIRGINIA 26003-1541

TELEPHONE 242-2300
FAX 243-0890
AREA CODE 304

July 23, 1999

*ALSO ADMITTED IN OHIO
†ALSO ADMITTED IN PA

J. Kenneth Blackwell
Secretary of State
State of Ohio
30 E. Broad Street, 14th Floor
Columbus, OH 43266-0418

**RE: C.E.L. Pizza of Ohio, Inc.
C.E.L. Pizza of Yorkville, Inc.**

Dear Sir/Madam:

Enclosed please find a fully completed and executed Certificate of Merger for the above referenced Ohio corporations. Also find enclosed your letter of July 6, 1999, which indicates our credit in the amount of \$50.00.

Please contact the undersigned immediately if you require any additional information or documentation in order to accept the Certificate of Merger and initial your Certificate.

Respectfully,



JEREMY SOHN

JS/lm
Enclosures
HMHY-23018/99

	DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
1.	8/27/1999	199918203218	MER MERGER/DOMESTIC	50.00	0.00	0.00	0.00	0.00
			TOTAL	50.00	0.00	0.00	0.00	0.00

Return To:
HERNDON,MORTON,HERNDON & YAEGER
ATTN J SOHN
83 EDGINGTON LN
WHEELING, WV 26003-1541

-----cut along the dotted line-----



The State of Ohio
❖ *Certificate* ❖

Secretary of State - J. Kenneth Blackwell

666120

It is hereby certified that the Secretary of State of Ohio has custody of the business records for C.E.L. PIZZA OF OHIO, INC. and that said business records show the filing and recording of:

Document(s)
MERGER/DOMESTIC

Document No(s):
199918203218

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary
of State at Columbus, Ohio, This 1st day of
July, A.D. 1999



J. Kenneth Blackwell
J. Kenneth Blackwell
Secretary of State

	DATE	TRANSACTION NO.	TRANSACTION DESCRIPTION
1.	8/28/1999	199918203218	Merged Out of Existence (MEX)

Mail To:
HERNDON,MORTON,HERNDON & YAEGER
ATTN J SOHN
83 EDGINGTON LN
WHEELING, WV 26003-1541

-----cut along dotted line-----



The State of Ohio

Certificate

Secretary of State - J. Kenneth Blackwell

782511

*It is hereby certified that the Secretary of State of Ohio has custody of the business records for
C.E.L. PIZZA OF YORKVILLE, INC. and that said business records show the recording of:*

MERGED OUT OF EXISTENCE

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary
of State at Columbus, Ohio, This 1st day of
July, A.D. 1999




J. Kenneth Blackwell
Secretary of State