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MERGER OR SHARE EXCHANGE  
New Hope Sugar Company

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SECTION 607.1105 OF THE FLORIDA BUSINESS CORPORATION ACT  
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**ARTICLES OF MERGER**  
(Profit Corporations)

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, these Articles of Merger provide as follows:

**ARTICLE I**

**Name of Surviving and Merging Corporation**

The name and state of incorporation of the surviving corporation (the "Surviving Corporation") is:

<u>Name</u>	<u>State of Incorporation</u>
New Hope Sugar Company	Florida

The name and jurisdiction of each merging corporation is as follows (the "Merging Corporations"):

<u>Name</u>	<u>State of Incorporation</u>
Adrienne Sugarcane Farm, Inc.	Florida
B and B Sugar Corporation	Florida
Belle Glade, Inc.	Florida
Connecticut Sugar Corporation	Florida
Hawthorne Sugar Corp.	Florida
G.L.C. Farms, Inc.	Florida
Kendall Sugarcane Farm, Inc.	Florida
South Florida Industries, Inc.	Florida

**ARTICLE II**

**Plan of Merger**

The Agreement and Plan of Merger (the "Plan of Merger") is attached hereto as Exhibit A.

**ARTICLE III**

**Approval of the Plan of Merger**

The Plan of Merger was adopted by each of the Boards of Directors of the Merging Corporations on April 24, 2017 and shareholder approval was not required.

The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation on April 24, 2017 and shareholder approval was not required.

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**ARTICLE IV**  
Effective Date of the Merger

These Articles of Merger shall become upon filing with the Florida Department of State.

Dated this 24 day of April 2017.

**New Hope Sugar Company:**



Armando A. Tabernilla  
Vice President

**Adrienne Sugarcane Farm, Inc.:**



Armando A. Tabernilla  
Vice President

**B and B Sugar Corporation:**



Armando A. Tabernilla  
Vice President

**Belle Glade, Inc.:**



Armando A. Tabernilla  
Vice President

**Connecticut Sugar Corporation:**



Armando A. Tabernilla  
Vice President

**G.L.C. Farms, Inc.:**



Armando A. Tabernilla  
Vice President

**Hawthorne Sugar Corp.:**



Armando A. Tabernilla  
Vice President

**Kendall Sugarcane Farm, Inc.:**



Armando A. Tabernilla  
Vice President

**South Florida Industries, Inc.:**



Armando A. Tabernilla  
Vice President

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"EXHIBIT A"

"AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger") is entered into as of the 24th day of April, 2017 by and between Adrienne Sugarcane Farm, Inc., B and B Sugar Corporation, Belle Glade, Inc., Connecticut Sugar Corporation, Hawthorne Sugar Corp., G.L.C. Farms, Inc., Kendall Sugarcane Farm, Inc., South Florida Industries, Inc., each a Florida corporation (the "Merging Corporations"), and New Hope Sugar Company, a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, each of the Merging Corporations is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS the Surviving Corporation is the owner of all issued and outstanding shares of the Merging Corporations' Common Stock; and

WHEREAS, the Board of Directors of the Merging Corporations and Surviving Corporation each deem it advisable and in the best interest in each case, that the Merging Corporations merge with and into the Surviving Corporation.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, warranties, and representations contained in this Plan of Merger, and in order to consummate this transaction described above, the Merging Corporations and the Surviving Corporation agree as follows:

1. The Merging Corporations and the Surviving Corporation agree that the Merging Corporations shall be merged into the Surviving Corporation, upon the terms and conditions of this Plan of Merger, and that the Surviving Corporation shall continue under the laws of the State of Florida as the surviving corporation and they further agree as follows:

a. The Articles of Incorporation of the Surviving Corporation in effect on the Effective Date shall be the Articles of Incorporation of the Surviving Corporation.

b. The Bylaws of the Surviving Corporation in effect on the Effective Date shall be the Bylaws of the Surviving Corporation.

c. The officers and Board of Directors of the Surviving Corporation shall be the officers and Board of Directors of the Surviving Corporation on the Effective Date.

2. The Plan of Merger does not require the consent of the shareholder of the Merging Corporations as the Merging Corporations are wholly owned subsidiaries of the Surviving Corporation.

3. The effective date for all purposes herein of the merger of the Merging Corporations with and into the Surviving Corporation shall be immediately upon the filing of articles of merger with the Department of State of the State of Florida in accordance with the Florida Business Corporation Act (the "Effective Date" of the merger).

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4. On the Effective date, (i) each issued and outstanding share of the Surviving Corporation's Common Stock shall remain issued and outstanding and in all respects shall be unchanged; and (ii) each issued and outstanding share of the Merging Corporations' Common Stock shall be cancelled.

5. On the Effective Date, the transfer books of each of the Merging Corporations shall be closed and no transfer of shares of common stock shall be made or consummated thereafter.

6. Prior to and on the Effective Date, the Merging Corporations and Surviving Corporation shall take all action necessary or appropriate in order to effectuate the merger. In case at any time after the Effective Date the Surviving Corporation shall determine that any further conveyance, assignment or other document or any further action is necessary or desirable to vest in the Surviving Corporation full title to all properties, assets, rights, privileges and franchises of the Merging Corporations, the officers and directors of the Merging Corporations shall execute and deliver all instruments and take all action the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all those properties, assets, privileges and franchises, and otherwise to carry out the purposes of this Plan of Merger.

7. On and after the Effective Date, the Surviving Corporation shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal, and mixed, of the Merging Corporations; all debts due to the Merging Corporations of whatever account shall be vested in the Surviving Corporation; all claims, demands, property, rights, privileges, powers, and franchises, of every other interest of either of the entities shall be effectively the property of the Surviving Corporation; the title to any real estate vested by deed or otherwise vested in the Merging Corporations shall not revert or be in any way impaired, by reason of the merger, but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of either Corporation shall be reserved unimpaired, limited in lien to the property affected by such lien as of the effective date; all debts, liabilities, and duties of the Merging Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

8. The principal office of the Surviving Corporation shall be One North Clematis Street, Suite 200, West Palm Beach, Florida 33401.

9. This Plan of Merger embodies the entire Plan of Merger between the parties with respect to subject matter hereof. There have not been and there are no agreements, covenants, representations or warranties between the parties other than those expressly stated or expressly provided for in this Plan of Merger.

10. This Plan of Merger shall inure to the benefit of and be binding upon the Merging Corporations and the Surviving Corporation and their respective successors and assigns; nothing in this Plan of Merger, expressed or implied, is intended to confer upon any other person any rights or remedies upon or by reason of this Plan of Merger.

11. This Plan of Merger may be executed in one or more counterparts, all of which together shall constitute the same document, and facsimile signatures shall have the same effect as original signatures."

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