

K07073

Florida Department of State
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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
GLANBIA PERFORMANCE NUTRITION, INC.

Certificate of Status	0
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FILED
OCT 15 AM 9:33
TALLAHASSEE, FLORIDA
STATE DEPARTMENT OF REVENUE

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Glanbia Performance Nutrition, 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:

Guy E. Snyder, Esq.

(Contact Person)

Vedder Price P.C.

(Firm/Company)

222 N. LaSalle Street, Suite 2600

(Address)

Chicago, IL 60601

(City/State and Zip Code)

For further information concerning this matter, please call:

Guy E. Snyder, Esq.

(Name of Contact Person)

At (312) 609-7656

(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

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ARTICLES OF MERGER
(Profit Corporations)

OCT 15 AM 9:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Glanbia Performance Nutrition, Inc.	Florida	K07073

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
NBDN Holdings, Inc.	Delaware	Not applicable
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on October 15, 2014

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on October 15, 2014

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Clanbia Performance Nutrition, Inc.

TC

Thomas A. Tench, Chief Executive Officer and Secretary

NBDN Holdings, Inc.

TC

Thomas A. Tench, President and Secretary

PLAN OF MERGER

of

NBDN HOLDINGS, INC.

(A DELAWARE CORPORATION)

into

GLANBIA PERFORMANCE NUTRITION, INC.

(A FLORIDA CORPORATION)

PLAN OF MERGER (this "Plan of Merger") dated as of October 15, 2014 by and between NBDN Holdings, Inc., a Delaware corporation ("NBDN"), and Glanbia Performance Nutrition, Inc., a Florida corporation ("GPN").

WITNESSETH:

WHEREAS, it has been proposed that NBDN shall merge with and into GPN, whereby GPN will be the Surviving Corporation (as defined below) of the merger (the "Merger"), pursuant to Section 607.1101 of the Florida Business Corporation Act (the "FBCA"); and

WHEREAS, the Boards of Directors of both NBDN and GPN have adopted and approved the Merger; and

WHEREAS, Glanbia, Inc., a Delaware Corporation and the sole stockholder of NBDN and the sole shareholder of GPN ("Parent") has approved the Merger.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements of the parties, this Plan of Merger, and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon as hereinafter set forth.

1. Terms and Conditions of Merger. As of the Effective Time (defined below), NBDN shall be merged with and into GPN and the separate corporate existence of NBDN shall thereupon cease, and GPN shall be the entity surviving the Merger and shall continue to exist as a Florida corporation under the FBCA. GPN shall hereinafter sometimes be referred to as the "Surviving Corporation." As of the Effective Time, the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, of NBDN and GPN (collectively referred to as the "Constituent Corporations"), and shall be subject to all the restrictions, disabilities and duties of both of the Constituent Corporations. All the property, real, personal and mixed, and franchises of both of the Constituent Corporations, and all debts due to either of the Constituent Corporations on whatever account, including subscriptions to shares and other choses in action belonging to either of the Constituent Corporations, and all and every other interest shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed. All rights of creditors and

all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of both of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against the Surviving Corporation, to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation, all with the effect set forth in the FBCA, as applicable.

2. Effective Time. Upon the execution of this Plan of Merger, the Surviving Corporation will submit an Articles of Merger to the Florida Secretary of State. The Articles of Merger shall be effective upon filing (the "Effective Time").

3. Tax Consequences. The Merger shall constitute a tax-free reorganization or merger pursuant to the Internal Revenue Code of 1986, as amended.

4. Certificate of Merger of Surviving Corporation. The Articles of Incorporation of GPN, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.

5. Bylaws of Surviving Corporation. The Bylaws of GPN, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until amended, changed or repealed as provided in the Certificate of Incorporation and Bylaws of the Surviving Corporation, and in the manner prescribed by the FBCA.

6. Management of Surviving Corporation. As of the Effective Time, the directors of GPN immediately prior to the Effective Time will be the directors of the Surviving Corporation, and the officers of GPN immediately prior to the Effective Time will be the officers of the Surviving Corporation, in each case until their successors are elected and qualified. All officers of NBDN shall be terminated (which shall not affect such person's employment with GPN or Parent (or their affiliates). All directors of NBDN shall resign from the position as a director of NBDN.

7. Common Stock of NBDN. All of the shares of stock of NBDN shall be canceled and extinguished as of the Effective Time, without any action by NBDN or the holder of any of its shares of stock. All shares of stock of GPN shall remain outstanding and unaffected by the Merger.

8. Telecopy Execution and Delivery. A facsimile, PDF or other reproduction of this Plan of Merger may be executed by one or more parties hereto, and an executed copy of this Plan of Merger may be delivered by one or more parties hereto by facsimile, PDF or similar electronic transmission device pursuant to which the signature of or on behalf of such party can be seen, and such execution and delivery shall be considered valid, binding and effective for all purposes.

[SIGNATURE PAGE FOLLOWS]

(Signature Page to Plan of Merger)

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

NBDN HOLDINGS, INC.

By: 
Name: Thomas A. Tench
Title: President

**GLANBIA PERFORMANCE
NUTRITION, INC.**

By: 
Name: Thomas A. Tench
Title: Chief Executive Officer