

K 68405

CT CORPORATION SYSTEM

FILED

00 DEC 22 PM 3:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Turner Foods Corporation (Survivor)

☐ Profit	☐ Amendment	☒ Merger
☐ Nonprofit		
☐ Foreign	☐ Dissolution/Withdrawal	☐ Mark
	☐ Reinstatement	
☐ Limited Partnership	☐ Annual Report	☐ Other
☐ LLC	☐ Name Registration	☐ Change of RA
	☐ Fictitious Name	☐ UCC
☒ Certified Copy (2)	☐ Photocopies	☐ CUS
☐ Call When Ready	☐ Call If Problem	☐ After 4:30
☒ Walk In	☐ Will Wait	☒ Pick Up
☐ Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

12/22/00

Order#: 3486656

Ref#: _____

Amount: \$ _____

*Merger
12-26-00
PMS*

900003511679--8
-12/22/00--01034--004
****122.50 ****122.50

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

RECEIVED
00 DEC 22 PM 11:27
DIVISION OF CORPORATION

93

ARTICLES OF MERGER
Merger Sheet

MERGING:

TURNER CORPORATION, a Florida corporation, F23763

A M S REALTY, INC., a Florida corporation, G11048

INTO

TURNER FOODS CORPORATION, a Florida entity, K68405

File date: December 22, 2000

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER

of

TURNER CORPORATION,
a Florida corporation

and

AMS REALTY, INC.,
a Florida corporation

with and into

TURNER FOODS CORPORATION,
a Florida Corporation

FILED

00 DEC 22 PM 3:43

CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1104 and 607.1105 of the Florida Business Corporation Act, these Articles of Merger provide that:

1. Turner Corporation, a Florida corporation, ("**Turner Corp.**") and AMS Realty, Inc., a Florida corporation, ("**AMS Realty**") shall be merged with and into Turner Foods Corporation, a Florida corporation, ("**Turner Foods**"), which shall be the surviving corporation.

2. The Plan of Merger dated December 20, 2000 (the "**Plan of Merger**") was approved in accordance with the applicable provisions of the Florida Business Corporation Act by (i) the Board of Directors and sole shareholder of Turner Corp., (ii) the Board of Directors and the sole shareholder of AMS Realty, and (iii) the Board of Directors of Turner Foods. The Plan of Merger is attached to these Articles of Merger as Exhibit A.

3. The merger shall be effective as of the date and time of the filing of the Articles of Merger of Turner Corporation and AMS Realty, Inc. with and into Turner Foods Corporation with the Florida Secretary of State.

4. Pursuant to Section 607.1104 approval of the shareholders of Turner Foods is not required.

5. The address of the principal office of Turner Foods is 700 Universe Boulevard, Juno Beach, Florida, 33408, Attention: Dennis P. Coyle.

6. The Articles of Incorporation and the Bylaws of Turner Foods will not differ as a result of this merger.

7. The sole shareholders of Turner Corp. and AMS Realty have waived both the requirement that the Plan of Merger be delivered to them, and the related waiting period thereto.

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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each Turner Corporation, AMS Realty, Inc., and Turner Foods Corporation as of December 20, 2000.

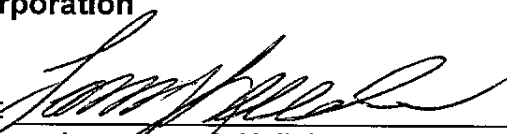
TURNER CORPORATION, a Florida corporation

By: 
Name: Dennis P. Coyle
Title: President and Secretary

AMS REALTY, INC., a Florida corporation

By: 
Name: Dennis P. Coyle
Title: President and Secretary

TURNER FOODS CORPORATION, a Florida corporation

By: 
Name: Lawrence J. Kelleher
Title: President

PLAN OF MERGER

of

**TURNER CORPORATION,
a Florida corporation**

and

**AMS REALTY, INC.,
a Florida corporation**

with and into

**TURNER FOODS CORPORATION,
a Florida corporation**

This Plan of Merger (the "**Plan**") is dated as of December 20, 2000 between Turner Corporation, a Florida corporation, ("**Turner Corp.**"), AMS Realty, Inc., a Florida corporation, ("**AMS Realty**"), and Turner Foods Corporation, a Florida corporation, ("**Turner Foods**").

Recitals

1. Turner Corp. and AMS Realty are wholly-owned subsidiaries of Turner Foods.
2. Section 607.1004 of the Florida Business Corporation Act and the Articles of Incorporation and the Bylaws of Turner Corp., AMS Realty, and Turner Foods all permit the merger of Turner Corp. and AMS Realty with and into Turner Foods (the "**Merger**"). Turner Foods shall be the surviving entity in the Merger.
3. The Board of Directors of Turner Corp. has determined that it is advisable and to the advantage and welfare of Turner Corp. that the Merger be consummated on the terms set forth in this Plan.
4. The Board of Directors of AMS Realty has determined that it is advisable and to the advantage and welfare of AMS Realty that the Merger be consummated on the terms set forth in this Plan.
5. The Plan was approved by and adopted by (i) the Board of Directors and the sole shareholder of Turner Corp. on December 20, 2000 and (ii) the Board of Directors and the sole shareholder of AMS Realty on December 20, 2000.
6. Turner Corp., AMS Realty, and Turner Foods intend that the Merger constitute a complete liquidation described in Section 332 of the Internal Revenue Code of 1986, as amended (the "**Code**").

Plan

1. Management after the Merger. On the Effective Date (as defined below), Turner Foods, as the surviving entity, shall be managed by the Board of Directors of Turner Foods, whose address is 700 Universe Boulevard, Juno Beach, Florida, 33408, Attention: Dennis P. Coyle.

2. Existence of the Surviving Company. Upon the filing of the Articles of Merger with the Florida Secretary of State (the "**Effective Date**"), Turner Corp. and AMS Realty shall be merged with and into Turner Foods, and Turner Foods shall be the surviving entity. The identity, existence, purposes, powers, franchises, rights, and immunities of Turner Foods shall continue unaffected and unimpaired by the Merger. The identity, existence, purposes, powers, franchises, rights, and immunities of Turner Corp. shall be merged with and into Turner Foods, and the separate existence of Turner Corp., except insofar as otherwise specifically provided by law, shall cease at the Effective Date of the Merger. The identity, existence, purposes, powers, franchises, rights, and immunities of AMS Realty shall be merged with and into Turner Foods, and the separate existence of AMS Realty, except insofar as otherwise specifically provided by law, shall cease at the Effective Date of the Merger.

3. Conversion of Interests. The manner and basis of converting the interest of each of Turner Corp. and AMS Realty shall be as follows:

(a) all right, title, and interest in the shares of Turner Corp. (the "**Turner Corp. Interests**") that are issued and outstanding immediately prior to the Effective Date of the Merger shall, by virtue of the Merger, be cancelled without payment of any consideration and without any conversion;

(b) the immediately prior holders of the Turner Corp. Interests shall cease to have any rights with respect to the Turner Corp. Interests;

(c) all right, title, and interest in the shares of AMS Realty (the "**AMS Realty Interests**") that are issued and outstanding immediately prior to the Effective Date of the Merger shall, by virtue of the Merger, be cancelled without payment of any consideration and without any conversion; and

(d) the immediately prior holders of the AMS Realty Interests shall cease to have any rights with respect to the AMS Realty Interests.

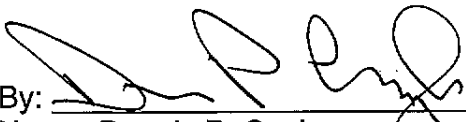
4. Payment to Dissenting Shareholders. Turner Foods agrees to pay promptly to the dissenting shareholders of Turner Corp. and AMS Realty the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

5. Articles of Incorporation; Bylaws. The Articles of Incorporation and the Bylaws of Turner Foods will not change as a result of this Merger. Such Articles of Incorporation and Bylaws shall govern the surviving corporation.

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IN WITNESS WHEREOF, the parties have caused this Plan to be executed as of the day and year first written above and effective as provided herein.

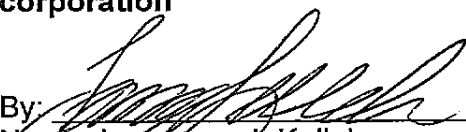
TURNER CORPORATION, a Florida corporation

By: 
Name: Dennis P. Coyle
Title: President and Secretary

AMS REALTY, INC., a Florida corporation

By: 
Name: Dennis P. Coyle
Title: President and Secretary

TURNER FOODS CORPORATION, a Florida corporation

By: 
Name: Lawrence J. Kelleher
Title: President