

CT CORPORATION SYSTEM

CORPORATION(S) NAME

L00000016201

FBCJ Acquisition, LLC

RECEIVED
00 DEC 28 PM 12:01
DIVISION OF CORPORATION

☐ Profit
☐ Nonprofit

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal
☐ Reinstatement

☐ Mark

☐ Limited Partnership
☐ LLC

☐ Annual Report
☐ Name Registration
☐ Fictitious Name

☐ Other
☐ Change of RA
☐ UCC

☐ Certified Copy

☐ Photocopies

☐ CUS

☐ Call When Ready
☒ Walk In
☐ Mail Out

☐ Call If Problem
☐ Will Wait

☐ After 4:30
☒ Pick Up

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DIVISION OF CORPORATION

Name _____
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12/27/00

Order#: 3482437

Ref#: _____

Amount: \$ _____

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*****60.00 *****60.00

cjc

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

A CCH LEGAL INFORMATION SERVICES COMPANY

00-82-27
00 DEC 27 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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AND
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ARTICLES OF MERGER
Merger Sheet

MERGING:

FLOWERS BAKING CO. OF JACKSONVILLE, INC., A FLORIDA ENTITY,
521375

into

FBCJ ACQUISITION, LLC, a Florida entity L00000016201

File date: December 27, 2000 *effective date 12-30-00*

Corporate Specialist: Trevor Brumbley

**ARTICLES OF MERGER
OF
FBCJ ACQUISITION, LLC,
A FLORIDA LIMITED LIABILITY COMPANY,
AND
FLOWERS BAKING CO. OF JACKSONVILLE, INC.,
A FLORIDA CORPORATION**

The following Articles of Merger are being submitted in accordance with Section 608.4382 of the Florida Limited Liability Company Act and Section 607.1101 of the Florida Business Corporations Act.

- A. A Plan of Merger was adopted and approved by each of the above named entities in accordance with Section 608.4381 of the Florida Limited Liability Company Act and Section 607.1101 of the Florida Business Corporations Act, which sets forth the following:

FIRST: The name and jurisdiction of the merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>
Flowers Baking Co. of Jacksonville, Inc. (the "Merged Entity") 521375	Florida

SECOND: The name and jurisdiction of the merging limited liability company which shall be the surviving entity are:

<u>Name</u>	<u>Jurisdiction</u>
LD0000016201 FBCJ Acquisition, LLC (the "Surviving Entity")	Florida

THIRD: The terms and conditions of the merger are as follows:

The Merged Entity shall be merged with and into the Surviving Entity, to exist and be governed by the Florida Limited Liability Company Act. As of the Effective Time (as defined below), the separate existence of the Merged Entity shall cease and the Surviving Entity shall continue its existence under the name "**FLOWERS BAKING CO. OF JACKSONVILLE, LLC**" and shall succeed, without need for other transfer, to all the rights and property of the Merged Entity and shall be subject to all the debts and liabilities of the Merged Entity in the same manner as if the Surviving Entity had itself incurred them. The Surviving Entity shall carry on business with both its own assets and the assets of the Merged Entity.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

APPROVED
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FILED

FOURTH: The manner and basis of converting the shares, obligations or other securities of the Merged Entity into shares, memberships, or financial or beneficial interests or units of the Surviving Entity, in whole or in part, into cash or other property are as follows:

Each share of capital stock owned of the Merged Entity shall be converted, as of the Effective Time (as defined below), into and shall become an interest unit of the Surviving Entity.

- B. The Plan of Merger was duly adopted and approved by the sole member of the Surviving Entity.
- C. The Plan of Merger was unanimously approved and adopted by the Board of Directors and shareholder of the Merged Entity.
- D. The merger shall become effective as of 11:59 p.m., local time, on December 30, 2000 (the "Effective Time").
- E. The Plan of Merger is on file at the principal place of business of the Surviving Entity at the following address:

2261 West 30th Street
P.O. Box 12579
Jacksonville, Florida 32209

- F. A copy of the Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any member or shareholder of any constituent entity to the merger.
- G. The names and business addresses of the managers of the Surviving Entity, with whom the management of the Surviving Entity is vested, are:

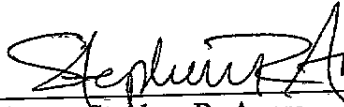
Rick McCombs
Robert White
1919 Flowers Circle
Thomasville, GA 31757

AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

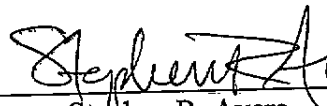
IN WITNESS WHEREOF, each of the constituent entities to the merger has caused these Articles of Merger to be signed by their respective duly authorized officers.

Signed this 11 day of December, 2000.

FBCJ ACQUISITION, LLC
(Surviving Entity)

By: 
Name: Stephen R. Avera
Title:

FLOWERS BAKING CO. OF JACKSONVILLE, INC.
(Merged Entity)

By: 
Name: Stephen R. Avera
Title: Secretary

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TALLAHASSEE, FLORIDA