

**L12000159362**

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE**  
**Orange Industrial Davenport, LLC**

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December 28, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations

ORANGE INDUSTRIAL DAVENPORT, LLC  
1420 CHAMBER DRIVE  
BARTOW, FL 33830

SUBJECT: ORANGE INDUSTRIAL DAVENPORT, LLC  
REF: L12000159362

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please change the wording in paragraph 4 (subsection 4.2) to Articles of Organization instead of Articles of Incorporation. Articles of Incorporation are mentioned twice in that paragraph.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey  
Regulatory Specialist II

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Letter Number: 412A00030550

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### Articles of Merger

The following Articles of Merger are being submitted in accordance with Section 608.4382, Florida Statutes.

**FIRST:** The exact name, street address of the principal office, jurisdiction and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Orange Industrial Davenport, LLC Post Office Box 1079 Davenport, Florida 33836 Florida Document No.: L12000159362	Florida	limited liability company
Orange Industrial Davenport, LLC 777 Doheny Ct. Northville, Michigan 48167 Michigan ID No.: B55090	Michigan	limited liability company

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DIVISION OF CORPORATION  
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**SECOND:** The exact name, street address of the principal office, jurisdiction and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Orange Industrial Davenport, LLC Post Office Box 1079 Davenport, Florida 33836 Florida Document No.: L12000159362	Florida	limited liability company

**THIRD:** The attached Plan of Merger meets the requirements of Section 608.4382, Florida Statutes, and was approved by the merging parties in accordance with applicable provisions of Chapter 607, Florida Statutes.

**FOURTH:** The merger shall become effective as of the date of the Articles of Merger are filed with the Florida Department of State.


**FIFTH:** The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

**SIXTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.


**SEVENTH:** Signatures of each party are below.

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ORANGE INDUSTRIAL DAVENPORT,  
LLC  
Florida Limited Liability Company

By:   
Roger E. Knaak  
Managing Member

ORANGE INDUSTRIAL DAVENPORT,  
LLC  
Michigan Limited Liability Company

By:   
Roger E. Knaak  
Managing Member

#12000289 3753

**Agreement and Plan of Merger of  
Orange Industrial Davenport, LLC  
With and Into  
Orange Industrial Davenport, LLC**

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is entered into this 10<sup>th</sup> day of December, 2012 by and between Orange Industrial Davenport, LLC, a Michigan limited liability company ("OID Michigan") and Orange Industrial Davenport, LLC, a Florida corporation ("OID Florida").

**RECITALS**

WHEREAS, all of the members of OID Michigan have resolved that OID Michigan be merged, pursuant to Section 608.4382, Florida Statutes, with and into OID Florida, which limited liability company will be the "Surviving Entity."

NOW THEREFORE, in consideration of the promises and the mutual agreements, provisions and covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, these parties hereto hereby agree in accordance with the Florida Limited liability company Act with the following terms and conditions:

1. **Recitals.** The recitals as set forth above are true and correct and are hereby incorporated herein by reference.
2. **Merger.** The members of OID Michigan hereby agree that OID Michigan, at the Effective Date (as hereinafter defined), shall be merged with and into OID Florida (the "Merger").
3. **Effects of Merger.**

**3.1 Certain Effects of Merger.** On the Effective Date, the separate existence of OID Michigan shall cease and OID Michigan shall be merged with and into OID Florida which, as the Surviving Entity, shall possess all the rights, privileges, powers and franchises of a public as well as private nature, and be subject to all restrictions, disabilities and duties of OID Michigan and all and singular, the rights privileges, powers and franchises of OID Michigan, and all property, real, personal and mixed, and all debts due to OID Michigan on whatever account, and all other things in action or belonging to OID Michigan, shall be vested in OID Florida, and all property, rights, privileges, powers and franchises and all and every other interest shall hereafter effectually be the property of OID Florida as they were of OID Michigan, and the title to any real estate vested by deed or otherwise under the laws of the State of Michigan or any other jurisdiction in OID Michigan shall not revert or be in any OID impaired; but all rights of creditors and all liens upon any property of OID Michigan shall be preserved unimpaired,

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and all debts, liabilities and duties of OID Michigan shall thenceforth attach to OID Florida and may be enforced against OID Florida to the same extent as if said debts, liabilities and duties had been incurred or contracted by OID Florida. At any time, or from time to time, after the Effective Date, the shareholders or the last shareholders of the Surviving Entity may, in the name of OID Michigan, execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as the Surviving Entity may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Entity title to and possession of all of OID Michigan's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purpose of this Plan of Merger.

**4. Name of Surviving Entity; Articles of Organization; Operating Agreement.**

**4.1 Name of Surviving Entity.** The name of Surviving Entity from and after the Effective Date shall be Orange Industrial Davenport, LLC

**4.2 Articles of Organization.** The Articles of Organization of OID Florida, as in effect on the date hereof, shall from and after the Effective Date be and continue to be the Articles of Incorporation of the Surviving Entity until changed or amended as provided by law.

**4.3 Operating Agreement.** The Operating Agreement of OID Florida, from and after the Effective Date, shall be the Operating Agreement of the Surviving Entity until changed or amended, in accordance with the terms thereof.

**5. Members' Interests; Capital Accounts.** By virtue of the mutual identity of the members of OID Michigan and the members of the Surviving Entity, no additional membership interests will be issued to the respective members of OID Michigan and the Surviving Entity, the capital accounts of the members of OID Michigan will be assumed by and added to the respective capital accounts of the members of OID Florida.

**6. Managers of Surviving Entity.** The managers of the Surviving Entity are:

Roger E. Knaak                      Post Office Box 1079  
Davenport, Florida 33836

Eric Knaak                              Post Office Box 1079  
Davenport, Florida 33836

Mary F. Scalise                      Post Office Box 1079  
Davenport, Florida 33836

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7. Miscellaneous.

7.1 Termination. This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger and whether before or after approval of this Plan of Merger by the managers of OID Michigan or the managers of OID Florida, if the managers of OID Michigan or the managers of OID Florida duly adopt a resolution abandoning this Plan of Merger.

7.2 Counterparts. For the convenience of the parties hereto and to facilitate the filing of this Plan of Merger, any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

7.3 Effective Date. The Effective Date of the Merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

Witnesses:

*Eric Knaak*  
Print Name: Eric Knaak

*Mary F. Scalise*  
Print Name: Mary F. Scalise

ORANGE INDUSTRIAL DAVENPORT,  
LLC, Florida Limited Liability Company

By: *Roger E. Knaak*  
Roger E. Knaak  
Managing Member

*Eric Knaak*  
Print Name: Eric Knaak

*Mary F. Scalise*  
Print Name: Mary F. Scalise

ORANGE INDUSTRIAL DAVENPORT,  
LLC, Michigan Limited Liability Company

By: *Roger E. Knaak*  
Roger E. Knaak  
Managing Member