

May 11, 2017 6:38 PM

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Merger
MAY 15 2017

R. WHITE

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Osceola Farms Co.

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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:

Name

Osceola Farms Co.

State of Incorporation

Florida

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

Name

Palm Beach Power Corp.

State of Incorporation

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 the Board of Directors of the Merging Corporation 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.

ARTICLE IV

Effective Date of the Merger

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

Dated this 24th day of April 2017.

Osceola Farms Co.



Armando A. Tabernilla
Vice President

Palm Beach Power Corp.



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 Palm Beach Power Corp., a Florida corporation (the "Merging Corporation"), and Osceola Farms Co., a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merging Corporation 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 Corporation's Common Stock; and

WHEREAS, the Board of Directors of the Merging Corporation and Surviving Corporation each deem it advisable and in the best interest in each case, that the Merging Corporation 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 Corporation and the Surviving Corporation agree as follows:

1. The Merging Corporation and the Surviving Corporation agree that the Merging Corporation 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 Corporation, as the Merging Corporation is a 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).

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 Corporation Common Stock shall be cancelled.

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5. On the Effective Date, the transfer books of the Merging Corporation 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 Corporation 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 Corporation, the officers and directors of the Merging Corporation 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 Corporation; all debts due to the Merging Corporation 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 Corporation 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 Corporation 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 Corporation 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."