

Division of Corporations

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414875

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Caulkins Indiantown Citrus Co.

Certificate of Status	0
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ARTICLES OF MERGER
Merger Sheet

MERGING:

CAULKINS INDIANTOWN CITRUS CO., a Florida corporation, 414875

INTO

CAULKINS INDIANTOWN CITRUS CO., a Delaware corporation not qualified in
Florida.

File date: January 5, 2000

Corporate Specialist: Darlene Connell

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**EXHIBIT A
ARTICLES OF MERGER**

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TALLAHASSEE FLORIDA

These ARTICLES OF MERGER, dated as of January 3, 2000, provide for the merger of CAULKINS INDIANTOWN CITRUS CO., a Florida corporation ("CIC-Fla"), with and into CAULKINS INDIANTOWN CITRUS CO., a Delaware corporation ("CIC-Del"), which shall be the surviving corporation, pursuant to Section 607.1104 of the Florida Business Corporation Act (the "Act").

ARTICLE I - PLAN OF MERGER

A copy of the Plan of Merger pursuant to which CIC-Fla will be merged with and into CIC-Del is attached hereto as Exhibit A and incorporated herein by this reference.

ARTICLE II - EFFECTIVE DATE

The Merger of CIC-Fla into CIC-Del shall be effective as of the date of filing of these Articles of Merger with the Department of State of the State of Florida.

ARTICLE III - ADOPTION OF PLAN OF MERGER

A. The Plan of Merger was adopted by the unanimous written consent of the shareholders of CIC-Fla dated as of January 3, 2000.

B. The Plan of Merger was adopted by the unanimous written consent of the stockholders of CIC-Del dated as of January 3, 2000.

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IN WITNESS WHEREOF, these Articles of Merger have been duly executed on behalf of CIC-Fla and CIC-Del by their authorized officers as of the date first written above.

CAULKINS INDIANTOWN CITRUS
CO., a Florida corporation

By: 

Michel Hamon, President

CAULKINS INDIANTOWN CITRUS
CO., a Delaware corporation

By: 

Michel Hamon, President

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EXHIBIT A
PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement"), dated as of January 3, 2000, is entered into by and between Caulkins Indiantown Citrus Co., a Delaware corporation ("CIC-Del"), and Caulkins Indiantown Citrus Co., a Florida corporation ("CIC-Fla").

WITNESSETH:

WHEREAS, CIC-Del is a corporation duly organized and existing under the laws of the State of Delaware and, as of the date hereof, the authorized capital stock of CIC-Del consists of 300,000 shares of Common Stock, par value \$10.00 per share (the "CIC-Del Common Stock"), of which 260,718 shares are issued and outstanding;

WHEREAS, CIC-Fla is a corporation duly organized and existing under the laws of the State of Florida and, as of the date hereof, the authorized capital stock of CIC-Fla consists of 300,000 shares of Common Stock, par value \$10.00 per share (the "CIC-Fla Common Stock"), of which 260,718 shares are issued and outstanding;

WHEREAS, the respective Boards of Directors of CIC-Del and CIC-Fla deem it advisable and in the best interests of their respective corporations and stockholders to have CIC-Fla merge with and into CIC-Del pursuant to this Agreement and the applicable provisions of the laws of the State of Delaware; and the Board of Directors and stockholders of each of CIC-Del and CIC-Fla have approved this Agreement and the Merger contemplated hereby;

WHEREAS, CIC-Del and CIC-Fla and their respective shareholders believe it is advisable and in their mutual interests that CIC-Del carry on and continue the historic business of CIC-Fla after the Merger; and

WHEREAS, the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction, and the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware.

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NOW, THEREFORE, the parties hereto, in consideration of the premises, mutual covenants and agreements herein contained, hereby agree as follows:

ARTICLE 1 THE MERGER

On the Effective Date of the Merger and in accordance with the respective laws of the States of Florida and Delaware, CIC-Fla shall merge with and into CIC-Del, with CIC-Del being the corporation surviving the Merger (hereafter sometimes referred to as the "Surviving Corporation") as a corporation organized and existing under the laws of the State of Delaware.

ARTICLE 2 EFFECTIVE DATE

Articles of Merger, substantially in the form attached hereto as Exhibits "A", executed in accordance with the laws of the State of Florida shall be filed with the Secretary of State of the State of Florida. A Certificate of Merger, substantially in the form attached hereto as Exhibits "B", executed in accordance with the laws of the State of Delaware shall be filed with the Secretary of State of the State of Delaware. The Merger shall become effective on the date and time the Articles of Merger and Certificate of Merger are filed with the Secretary of State of the State of Florida and Secretary of State of the State of Delaware, respectively, herein sometimes referred to as the "Effective Date of the Merger."

ARTICLE 3 CERTAIN RESULTS OF THE MERGER

(a) Succession by Surviving Corporation: Effects of the Merger. Upon the Merger becoming effective and by virtue thereof CIC-Del and CIC-Fla shall become and be a single corporation, with CIC-Del as the Surviving Corporation, and the separate corporate existence of CIC-Del and CIC-Fla shall cease. The Merger shall have the effects set forth in Section 259 of the Delaware General Corporation Law.

(b) Certificate of Incorporation, Bylaws and Officers and Directors of Surviving Corporation. Upon the Merger becoming effective:

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(i) The Certificate of Incorporation of CIC-Del as in effect immediately prior to the Merger becoming effective, shall be the Certificate of Incorporation of the Surviving Corporation until amended in the manner provided by law and said Certificate of Incorporation.

(ii) The Bylaws of CIC-Del in effect immediately prior to the Merger becoming effective shall be the Bylaws of the Surviving Corporation until amended in the manner provided by law, the Certificate of Incorporation of the Surviving Corporation and said Bylaws.

(iii) The officers and directors of CIC-Del immediately prior to the Merger becoming effective shall continue as the officers and directors of the Surviving Corporation for the full unexpired terms of their respective offices or until their respective successors have been duly elected or appointed and qualified.

ARTICLE 4
CONVERSION AND EXCHANGE OF SHARES
UPON THE EFFECTIVE DATE OF THE MERGER

(a) CIC-Del Shares. Each share of CIC-Del Common Stock issued and outstanding prior to the Effective Date of the Merger, shall continue to be outstanding at and after the Effective Date of the Merger as a share of Common Stock, \$10.00 par value, of the Surviving Corporation.

(b) Cancellation of CIC-Fla Stock. Upon the Effective Date of the Merger, each share of CIC-Fla Common Stock, which is issued and outstanding immediately prior to the Effective Date of the Merger, shall be canceled and retired.

ARTICLE 5
MISCELLANEOUS

(a) Amendments. This Agreement shall not be modified or amended except by an instrument in writing signed by or on behalf of the parties hereto.

(b) Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

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(c) Governing Law. This Agreement shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Delaware.

(d) Assignment. This Agreement and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Agreement nor any of the rights, interest or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other parties.

(e) Headings. The headings of the sections and articles of this Agreement are inserted for convenience only and shall not constitute a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Plan and Agreement of Merger to be duly executed on their behalf as of the date first above written.

CAULKINS INDIANTOWN CITRUS
CO., a Florida corporation

By: 
Michel Hamon, President

CAULKINS INDIANTOWN CITRUS
CO., a Delaware corporation

By: 
Michel Hamon, President

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EXHIBIT B

**CERTIFICATE OF MERGER
OF
CAULKINS INDIANTOWN CITRUS CO., A FLORIDA CORPORATION
WITH AND INTO
CAULKINS INDIANTOWN CITRUS CO., A DELAWARE
CORPORATION**

**(UNDER SECTIONS 251 AND 252 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE)**

Pursuant to the provisions of Sections 251 and 252 of the General Corporation Law of the State of Delaware, each of Caulkins Indiantown Citrus Co., a Delaware corporation ("CIC-Del"), and Caulkins Indiantown Citrus Co., a Florida corporation ("CIC-Fla"), hereby certify with respect to the merger (the "Merger") of CIC-Fla with and into CIC-Del that:

- (1) The name and state of the incorporation of each of the constituent corporations of the Merger (the "Constituent Corporations") are:
 - (a) Caulkins Indiantown Citrus Co., a Delaware corporation, which shall be the surviving corporation of the Merger (the "Surviving Corporation"); and
 - (b) Caulkins Indiantown Citrus Co., a Florida corporation.
- (2) An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the Constituent Corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.
- (3) The certificate of incorporation of CIC-Del, filed with the Department of State of the State of Delaware shall continue in full force and effect as the certificate of incorporation of the Surviving Corporation.
- (4) The Surviving Corporation shall be Caulkins Indiantown Citrus Co., a Delaware corporation.

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- (5) The executed Agreement of Merger is on file at an office of the Surviving Corporation, located at 15950 S. W. Kanner Highway, Indiantown, Florida 34956.
- (6) A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Certificate of Merger to be executed in their respective corporate names by their respective authorized officers as of the 3rd day of January, 2000.

CAULKINS INDIANTOWN CITRUS
CO., a Florida corporation

By: 
Michel Hamon, President

CAULKINS INDIANTOWN CITRUS
CO., a Delaware corporation

By: 
Michel Hamon, President

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