

489463

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Colorado Boxed Beef Co.

Certificate of Status	0
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**ARTICLES OF MERGER OF
PORT EVERGLADES COLD STORAGE, INC.
WITH AND INTO
COLORADO BOXED BEEF CO.**

The following articles of merger are being submitted in accordance with Section 607.1101, Florida Statutes:

FIRST: The exact name and jurisdiction of the Surviving Party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Colorado Boxed Beef Co.	Florida	489463

SECOND: The exact name and jurisdiction of the Merging Party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Port Everglades Cold Storage, Inc.	Florida	588874

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on:

- ☒ the date these Articles of Merger are filed with the Florida Department of State
OR
☐ _____
(Enter a specific date, which cannot be prior to the date of filing or more than 90 days after the date of filing.)

FIFTH: Adoption of Merger by Surviving Party.

- ☐ the Plan of Merger was adopted by the shareholders of the Surviving Party on _____
OR
☒ the Plan of Merger was adopted by the board of directors of the Surviving Party on May 15, 2015, and shareholder approval was not required.

SIXTH: Adoption of Merger by Merging Party.



- ☒ the Plan of Merger was adopted by the shareholders of the Merging Party on May 15, 2015.
OR
☐ the Plan of Merger was adopted by the board of directors of the Merging Party on _____, and shareholder approval was not required.

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SEVENTH: Signatures for each corporation

<u>Name of Entity</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name and Title of Individual</u>
<u>Port Everglades Cold Storage, Inc.</u>	 JOHN M. SATERBO	John M. Saterbo <u>Director</u>
<u>Colorado Boxed Beef Co.</u>	 JOHN M. SATERBO	John M. Saterbo <u>Director</u>

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PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The exact name and jurisdiction of the Surviving Party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Colorado Boxed Beef Co.	Florida

SECOND: The exact name and jurisdiction of the Merging Party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Port Everglades Cold Storage, Inc.	Florida

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

The Merging Party shall be merged with and into the Surviving Party, and the separate existence of the Merging Party shall cease as of the effective date of this Plan of Merger. The Surviving Party shall retain the name of "COLORADO BOXED BEEF CO." after the merger. As of the effective date of this Plan of Merger, the Surviving Party shall possess all of the right, privileges, powers and franchises of the Merging Party, of a public as well as private nature, and all property, real, personal or otherwise, of the Merging Party, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Party without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the Surviving Party shall continue unaffected and unimpaired by the merger.

The Articles of Incorporation and Bylaws of the Surviving Party, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of Incorporation and Bylaws of the Surviving Party until duly amended in accordance with law, and no change to such Articles of Incorporation or Bylaws shall be affected by the merger hereunder. The names and addresses of the directors and officers of the Surviving Party are as follows:

John M. Saterbo
302 Progress Road
Auburndale, FL 33823

Secretary, Chief Purchasing Officer, Director

Bryan N. Saterbo
302 Progress Road
Auburndale, FL 33823

Treasurer, Chief Credit Officer, Director

John J. Rattigan, Jr.
302 Progress Road
Auburndale, FL 33823

President, Chief Executive Officer, Director

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FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of the Merging Party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The shareholders of the Merging Party shall be issued shares of non-voting stock based upon the value of the Merging Party as agreed by the parties.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of the Merging Party into rights to acquire interests, shares, obligations or other securities of the Surviving Party, in whole or in part, into cash or other property are as follows:

Not Applicable

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized or incorporated are as follows:

Not Applicable

SIXTH: Other provisions, if any, relating to the merger are as follows:

None.