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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

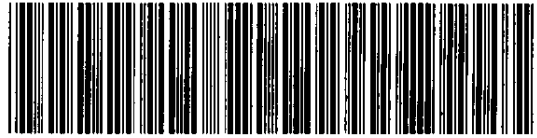
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. CLINE

DEC 28 2009

EXAMINER

LAW OFFICES
DAVIS, SCHNITKER, REEVES & BROWNING, P.A.

W.T. DAVIS (1901-1988)
CLAY A. SCHNITKER
GEORGE T. REEVES*+
E. BAILEY BROWNING, III

CERTIFIED LEGAL ASSISTANT
ANNETTE M. SOWELL

*BOARD CERTIFIED CITY, COUNTY
AND LOCAL GOVERNMENT LAWYER
+ALSO ADMITTED IN GEORGIA

POST OFFICE DRAWER 652
MADISON, FLORIDA 32341

PHYSICAL ADDRESS
519 WEST BASE STREET
MADISON, FLORIDA 32340

TELEPHONE
(850) 973-4186
TELECOPIER
(850) 973-8564

December 23, 2009

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Merger for Levy Timberlands, LLC to Lucky Warrior Farm & Ranch Inc.
Our File 4231R

Enclosed you will please find Merger Agreement, Certificate of Merger and Plan of Merger for Levy Timberlands, LLC merging to Lucky Warrior Farm & Ranch, Inc., along with our check in the amount of \$90.00 for the filing fee.

Thank you for your courtesies, if you have any questions, please contact me.

Sincerely,
Davis, Schnitker, Reeves & Browning P.A.


Annette M. Sowell, CLA for the firm

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TALLAHASSEE, FLORIDA
2009 DEC 24 PM 10:52

/ams
enclosures
cc: Mr. Chuck Underbrink

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: LUCKY WARRIOR FARM & RANCH, INC.
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

ANNETTE SOWELL

Contact Person

DAVIS, SCHNITKER, REEVES & BROWNING P.A.

Firm/Company

PO DRAWER 652

Address

MADISON, FL 32341

City, State and Zip Code

chuckunderbrink@embarqmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Annette Sowell

at (850)

973-4186

Name of Contact Person

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FL
2006 DEC 24 AM 9:52

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Levy Timberland, LLC	State of Florida	limited liability company

LO6-2706

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Lucky Warrior Farm & Ranch Inc.	State of Minnesota	corporation

FO 4-5450

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

13009 S. Highway 475

Ocala, MN 34480

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

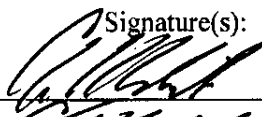
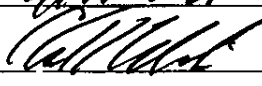
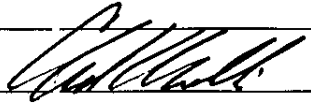
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FLORIDA
TALLAHASSEE, FLORIDA

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Levy Timberland, LLC		Charles E. Underbrink
Lucky Warrior Farm & Ranch		Charles E. Underbrink
Inc.		
Eagle Property, LLC		Charles E. Underbrink

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Levy Timberland, LLC	State of Florida	limited liability company
Lucky Warrior Farm & Ranch	State of Minnesota	corporation
Inc.		

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Lucky Warrior Farm & Ranch Inc.	State of Minnesota	corporation

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

After the completion of this merger; (a) all assets formerly owned by Levy
Timberlands, LLC will be owned by Lucky Warrior Farm & Ranch, Inc.; (b) all
debt owed by Levy Timberlands, LLC will be owed by Lucky Warrior Farm &
Ranch, Inc.; and (c) all current shareholders of Lucky Warrior Farm & Ranch,
Inc. will continue to own the same number of shares in Lucky Warrior Farm &
Ranch, Inc. after the merger as before the merger.

(Attach additional sheet if necessary)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

After the completion of this merger, all of the membership interest in Levy
Timberlands, LLC will terminate and expire; and all current shareholders of
Lucky Warrior Farm & Ranch, Inc. will continue to own the same number of
shares in Lucky Warrior Farm & Ranch, Inc. after the merger as before the
merger.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

see above

(Attach additional sheet if necessary)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

200 DEC 24 AM 10:52
SECRETARY OF STATE
CALIFORNIA SECRET OF STATE

FILED

MERGER AGREEMENT
of
LEVY TIMBERLANDS, LLC, a Florida limited liability company
to
LUCKY WARRIOR FARM & RANCH, INC., a Minnesota corporation

This Merger Agreement is dated effective December 31, 2009 (regardless of when signed), by and between LEVY TIMBERLANDS, LLC, a Florida limited liability company, and LUCKY WARRIOR FARM & RANCH, INC., a Minnesota corporation,

WHEREAS, LEVY TIMBERLANDS, LLC, ("Levy Timberland") is a limited liability company organized and existing under the laws of the State of Florida, and

WHEREAS, LUCKY WARRIOR FARM & RANCH, INC., ("Lucky Warrior") is a corporation organized and existing under the law of the State of Minnesota, and is duly authorized to transact business in the State of Florida, and

WHEREAS, the Levy Timberland and Lucky Warrior desire for Levy Timberland to merge into Lucky Warrior in accordance with Sections 608.4382, through 608.4383, Florida Statutes, and Minnesota Statutes, Chapter 322B, with Lucky Warrior becoming the surviving company, and

WHEREAS, the merger has been approved by both Levy Timberland and Lucky Warrior in accordance with the applicable laws of the state or jurisdiction under which such entities are formed, organized or incorporated.

NOW, THEREFORE, in consideration of the mutual promises, covenants and agreements set forth herein, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Levy Timberland shall merge into Lucky Warrior, and Lucky Warrior shall become the surviving company, and shall remain a Minnesota corporation, duly authorized to transact business in the State of Florida.
2. Upon completion of the merger, all assets of Levy Timberland shall be owned by Lucky Warrior.
3. Upon completion of the merger, Lucky Warrior shall be obligated to pay all debts of Levy Timberland.
4. Upon completion of the merger, Levy Timberland shall terminate and cease to exist.
5. Upon completion of the merger, all shareholders of Lucky Warrior shall continue to own the same number of shares in Lucky Warrior after the merger as before the merger.

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CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
IN FLORIDA

6. Prior to completion of the merger, Levy Timberland shall pay in full that certain mortgage from Levy timberland, in favor of Trust Financial, a Mortgage Company, LLC, dated March 31, 2006, recorded in O.R. Book 1007, Page 817, Public Records of Levy County, Florida.

7. Levy Timberland represents to Lucky Warrior that there are no debts or liabilities owed to anyone by Levy Timberland after payoff of the mortgage referenced above, and that there are no lawsuits, threats of lawsuits, or incidents which could lead to lawsuits pending or threatened against Levy Timberland.

8. All of the members of Levy Timberland and all of the shareholders of Lucky Warrior have approved this merger, and have authorized the Manager of Levy Timberland and the President of Lucky Warrior to sign this agreement, as evidenced by their signatures below.

The parties hereto have caused this Merger Agreement to be duly executed on the day and year set forth below

LEVY TIMBERLAND, LLC

By: 
CHARLES E. UNDERBRINK, Manager

Date: 12-18-09

LUCKY WARRIOR FARM & RANCH, INC.

By: 
CHARLES E. UNDERBRINK, President

Date: 12-18-09

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CONSENT:

EAGLE PROPERTY, LLC,
as the sole and only member of
Levy Timberland, LLC



CHARLES E. UNDERBRINK,
as manager of Eagle Property, LLC

Date: 12-18-09

CONSENT:



CHARLES E. UNDERBRINK,
as Shareholder/Director of
Lucky Warrior Farm & Ranch, Inc.

Date: 12-18-09



MELANIE UNDERBRINK,
as Shareholder/Director of
Lucky Warrior Farm & Ranch, Inc.

Date: 12-18-09

2009 DEC 24 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FL 32304

FILED



OFFICE OF THE MINNESOTA SECRETARY OF STATE
FOREIGN LIMITED LIABILITY COMPANY MERGER

Minnesota Statutes, Chapter 322B

Filing Fee: \$35.00

FILED

READ THE INSTRUCTIONS BEFORE COMPLETING THIS FORM

1. Name of Limited Liability Company in the Home Jurisdiction: (Required)

Levy Timberlands, LLC - STATE OF FLORIDA

2. Alternate Name used in Minnesota (if applies): (Optional)

3. Governed under the Laws of: State of Florida

4. A Merger has been filed and recorded in the Company's Home Jurisdiction. YES - SEE COPY OF
MERGER DOCUMENTS FILED WITH THE STATE OF FLORIDA, COPIES OF WHICH ARE ATTACHED HERETO.
Is the company the survivor? Yes ☐ No ☒

If Yes, provide the full business name and home jurisdiction for each non-surviving entity merging into this company:

(List additional business names and home jurisdictions on an additional sheet if needed)

If No, provide the name and home jurisdiction of the surviving company:

Lucky Warrior Farm & Ranch, Inc. - State of Minnesota

List an effective date, if applicable: December 18, 2009

Did the company's name change as a result of the Merger filed? Yes ☐ No ☒

If Yes, please list the new company name as a result of the merger:

SURVIVING COMPANY NAME - LUCKY WARRIOR FARM & RANCH, INC., a Minnesota corporation

This amendment has been approved pursuant to Minnesota Statutes Chapter 322B. By filing this merger, the limited liability company certifies that the merger has been filed and recorded in the company's home jurisdiction.

I certify that I am authorized to execute this amendment and I further certify that I understand that by signing this amendment, I am subject to the penalties of perjury as set forth in Minnesota Statutes Section 609.48 as if I had signed this amendment under oath.

LEVY TIMBERLAND, LLC

LUCKY WARRIOR FARM & RANCH, INC.

Signature:

BY:

Contact Name:

BY: Charles E. Underbrink, Manager

Charles E. Underbrink, President

Contact Phone Number:

3212981920

E-Mail Address:

chuckunderbrink@embarqmail.com