

F08000002950

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

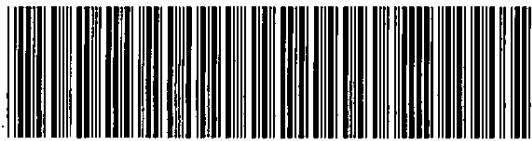
(Document Number)

Certified Copies ☒

Certificates of Status ☐

Special Instructions to Filing Officer:

Office Use Only



500159540555

08/20/09--01024--017 \*\*43.75

8-31-09

08/31/09--01015--004 \*\*35.00

*Mary*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 AUG 28 PM 2:19

T. Roberts AUG 31 2009



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 24, 2009

CATHERINE M. WHITE  
THE ANDERSONS, INC.  
P O BOX 119  
MAUMEE, OH 43537

SUBJECT: THE OHIO ANDERSONS, INC.  
Ref. Number: F08000002950

We have received your document for THE OHIO ANDERSONS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

It appears that you completed the wrong form. We are enclosing the proper form. Please correct the name of the surviving corporation to THE OHIO ANDERSONS, INC. #F08000002950.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6892.

Tina Roberts  
Regulatory Specialist II

Letter Number: 809A00028467



**The Andersons, Inc.**

P.O. Box 119 • Maumee, Ohio 43537 • 419/893/5050

August 27, 2009

VIA OVERNIGHT DELIVERY

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

Attention: Ms. Tina Roberts

Re: Articles of Merger (Profit Corporations): Douglass Fertilizer & Chemical, Inc. and  
The Ohio Andersons, Inc.

Dear Ms. Roberts:

As we have discussed via telephone this week, enclosed please find:

1. A correct form Articles of Merger (Profit Corporations): Douglass Fertilizer & Chemical, Inc. and The Ohio Andersons, Inc.;
2. Another copy of the executed Agreement and Plan of Merger to accompany this corrected form; and
3. A check in the amount \$35.00. Recall that we have previously sent a check in the amount of \$43.75 representing a \$35.00 filing fee and \$8.75 for a certified copy.

Thanks for all of your assistance in this matter. Please return a certified copy of the Articles of Merger in the enclosed, self-address, stamped envelope. Please do not hesitate to contact me if I can provide additional information.

Sincerely,

Catherine M. White  
Corporate Counsel  
[cathy\\_white@andersonsinc.com](mailto:cathy_white@andersonsinc.com)  
419-891-2934

Enclosures

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** The Ohio Andersons, Inc.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Catherine M. White  
Contact Person

The Andersons, Inc.  
Firm/Company

P.O. Box 119, 480 West Dussel Drive  
Address

Maumee, Ohio 43537  
City/State and Zip Code

cathy\_white@andersonsinc.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Catherine M. White At ( 419 ) 891-2934  
Name of Contact Person Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314



Name of Corporation

Typed or Printed Name of Individual & Title

*Mr. B.*

## Douglass Fertilizer &

\_\_\_\_\_

Dennis Caldwell

Chemical, Inc.

Dennis P. O'Leary

President

**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

### Jurisdiction

**The Ohio Andersons, Inc.**

## Ohio

The name and jurisdiction of each subsidiary corporation:

Name

## Jurisdiction

**Douglass Fertilizer & Chemical, Inc.**

## Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

**See attached Agreement and Plan of Merger Section 3**

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Not applicable

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

See Attached Agreement and Plan of Merger



## EXHIBIT A

### **AGREEMENT AND PLAN OF MERGER** **(Merger of Wholly-Owned Subsidiary Into Parent)**

**THIS AGREEMENT AND PLAN OF MERGER** (the "Merger Agreement") is dated as of August 31, 2009 and is entered into by and between **Douglass Fertilizer & Chemical, Inc.**, a Florida corporation (the "Merging Corporation"), and **The Andersons, Inc.**, an Ohio corporation (the "Surviving Corporation").

#### **RECITALS**

A. The Surviving Corporation is the holder of 888 shares of Class A common stock, \$1.00 par value, of the Merging Corporation, which shares constitute all of the issued and outstanding equity interests of the Merging Corporation.

B. The board of directors of the Surviving Corporation has determined that it is advisable and in the best interests of each of the Surviving Corporation and the Merging Corporation to merge the Merging Corporation with and into the Surviving Corporation upon the terms and subject to the conditions herein provided.

C. The board of directors of the Surviving Corporation has duly adopted and approved this Merger Agreement at a meeting held for such purpose on August 13, 2009 and directed that it be executed by the undersigned officers.

D. In accordance with Section 607.1104 of the Florida Business Corporation Act (the "FBCA") and in conformity with Section 1701.80 of the Ohio General Corporation Law ("OGCL"), because the Surviving Corporation holds at least eighty percent (80%) of the outstanding shares of each class of stock of the Merging Corporation, the Merger Agreement need not be approved or adopted by the board of directors or shareholders of the Merging Corporation.

#### **AGREEMENT**

In consideration of the mutual agreements herein contained, the parties agree that the Merging Corporation shall be merged with and into the Surviving Corporation and that the terms and conditions of the Merger, the mode of carrying the Merger into effect, the manner of converting the shares of the Merging Corporation, and certain other provisions relating thereto, shall be as hereinafter set forth.

**Section 1. Merger.** Subject to the terms and provisions of this Agreement, and in accordance with the OGCL and FBCA at the Effective Time (as defined in Section 8 hereof), the Merging Corporation shall be merged with and into the Surviving Corporation (the "Merger"). The Surviving Corporation shall be the surviving corporation in the Merger and shall continue its corporate existence under the laws of the State of Ohio. At the Effective Time, the separate corporate existence of the Merging Corporation shall cease. This Merger results in a complete liquidation of the Merging Corporation pursuant to Section 332 of the Internal Revenue Code.

**Section 2. Effect of the Merger.** At the Effective Time, the Merger shall have the effects provided for herein, in §1701.82 of the OGCL, and in §607.11101 of the FBCA.

**Section 3. Conversion of Shares; Right to Appraisal.** At the Effective Time, each share of stock of the Merging Corporation, issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled, retired, and shall cease to exist, and no stock of the Surviving Corporation will be issued in respect thereof. Shareholders of the Merging Corporation who, except for the applicability of §607.1104 of the FBCA, would be entitled to vote and who dissent from the Merger pursuant to §607.1321 of the FBCA, may be entitled, if they comply with the provisions of the FBCA, to be paid the fair value of their shares.

**Section 4. Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall continue to be the Articles of Incorporation of the Surviving Corporation following the Effective Time until thereafter duly altered, amended, or repealed in accordance with the provisions thereof and applicable law.

**Section 5. Code of Regulations.** The Code of Regulations of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall continue to be Code of Regulations of the Surviving Corporation following the Effective Time until thereafter duly altered, amended, or repealed in accordance with the provisions of such Code of Regulations, the Articles of Incorporation of the Surviving Corporation, and applicable law.

**Section 6. Directors.** At the Effective Time, each person who is a director of the Merging Corporation immediately prior to the Effective Time shall cease his tenure as a director of the Merging Corporation. Each person who is a director of the Surviving Corporation immediately prior to the Effective Time shall continue to serve as a director of the Surviving Corporation following the Effective Time until the next annual meeting of the Surviving Corporation and until their successors are elected and qualified.

**Section 7. Officers.** At the Effective Time, each person who is an officer of the Merging Corporation immediately prior to the Effective Time shall cease his tenure as an officer of the Merging Corporation. Each person who is an officer of the Surviving Corporation immediately prior to the Effective Time shall continue to serve as an officer of the Surviving Corporation following the Effective Time until the next annual meeting of the Surviving Corporation and until their successors are elected and qualified.

**Section 8. Effective Time.** The Merger shall be effective on the August 31, 2009 (the "Effective Time").

**Section 9. Waiver of Mailing Requirement.** The Surviving Corporation, as the sole shareholder of the Merging Corporation, hereby waives delivery of notice of the Merger as permitted pursuant to §607.1104(2) of the FBCA.

**Section 10. Additional Actions.** If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation, title to and possession of any property or right of the Merging Corporation acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out

the purpose of this Merger Agreement, the Merging Corporation and its proper officers and directors shall be deemed to have granted hereby to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and the possession of such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Merger Agreement; and the proper officers and directors of the Surviving Corporation are hereby fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the day and year first above written.

**THE ANDERSONS, INC.**

By: \_\_\_\_\_

Naran U. Burchinow

Its: Vice President, General Counsel and Secretary

**DOUGLASS FERTILIZER & CHEMICAL, INC.**

By: \_\_\_\_\_

Dennis J. Addis

Its: President