

F130000003161

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

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MAIL

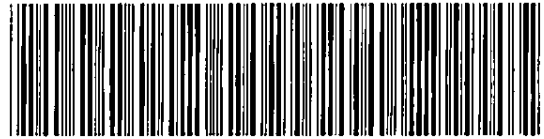
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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01/27/25--01017--003 **35.00

FILED
2025 APR 24 PM 3:24
TALLAHASSEE, FL

S. ROBERTS

APR 24 2025



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 26, 2025

PATRICK OLDS
250 S. HIGH ST.
SUITE 650
COLUMBUS, OH 43215 US

SUBJECT: ECKE RANCH, INC.
Ref. Number: F13000003161

We have received your document for ECKE RANCH, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Missing evidence that Ecke Ranch, Inc. changed it's name to Dummen NA, Inc.

If you have any questions concerning the filing of your document, please call (850) 245-6000.

STANTON H ROBERTS
Regulatory Specialist III

Letter Number: 025A00004199

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Name Change Request

Name of Corporation

DOCUMENT NUMBER: Eeke Ranch, Inc.

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Patrick Olds

Name of Contact Person

Dummen NA, Inc.

Firm/Company

250 S. High St.; Suite 650

Address

Columbus, OH 43215

City/State and Zip Code

p.olds@dummenorange.com

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

For further information concerning this matter, please call:

Patrick Olds

at (380) 215-1319

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

(Pursuant to s. 607.1504, F.S.)

(1-3 MUST BE COMPLETED)

F13000003161

(Document number of corporation (if known))

1. Ecker Ranch, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. California 3. 7/24/2013

(Incorporated under laws of)

3. 7/24/2013

(Date authorized to do business in Florida)

(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 9/25/2013

5. Dymmen NA, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida

(Civ)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:


I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

0. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Frank Magnusson

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE \$35.00

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FILED ^w

Secretary of State
State of California

3502771 - SUB

1 cc SEP 25 2013

EFFECTIVE
DATE

OCT - 1 2013

AGREEMENT and PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of September 12, 2013 is among ECKE RANCH, INC., a California corporation ("Ecke"), FIDES ORO, INC., a California corporation ("Fides") and DUMMEN USA, INC., a Washington corporation ("Dummen"). Collectively, Ecke, Fides and Dummen are referred to in this Agreement as the "Constituent Corporations."

RECITALS:

A. Ecke has represented that it is a California corporation authorized to issue One Thousand (1000) common shares without par value, of which there is outstanding on the date of this Agreement One (1) common share.

B. Fides has represented that it is a California corporation authorized to issue Ten Thousand (10,000) common shares without par value, of which there is outstanding on the date of this Agreement One Thousand (1000) common shares.

C. Dummen has represented that it is a Washington corporation authorized to issue Four Thousand (4000) common shares without par value, of which there is outstanding on the date of this Agreement Four Thousand (4000) common shares.

D. All outstanding shares of each Constituent Corporation are owned by ECKE RANCH B.V., a private company with limited liability incorporated under the laws of the Netherlands ("Parent").

E. The parties intend that upon the effective date of the Merger, Ecke will be the surviving corporation in the Merger and Fides and Dummen will become the disappearing corporations in the Merger.

AGREEMENT

Ecke, Fides and Dummen agree to merge on and subject to the following terms and conditions:

1. Merger. On the Effective Date (as defined in Section 7, below) Fides and Dummen shall merge with and into Ecke (the Merger); the corporate existence of Ecke as a California corporation shall continue; and the separate corporate existence of Fides and Dummen shall cease. The corporate identity, existence, name, purposes, franchises, powers, rights, and immunities of Ecke shall continue unaffected and unimpaired by the Merger; and the corporate identity, existence, purposes, franchises, powers, rights, and immunities of each of Fides and Dummen shall vest in Ecke. Ecke shall be subject to all of the debts and liabilities of Fides and Dummen as if Ecke had itself incurred them and all rights of creditors and all liens upon the property of each of Ecke, Fides and Dummen shall be preserved unimpaired,

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provided that liens, if any, upon the property of Fides and Dummen shall be limited to the property affected by those liens immediately prior to the Effective Date.

2. Amendment to the Articles of Incorporation of Ecke. Article I of the articles of incorporation of Ecke is amended as of the Effective Date to be:

"I

The name of the Corporation is Dummen NA, Inc."

Except as so amended, the articles of incorporation of Ecke in effect on the Effective Date, shall be and shall remain its articles of incorporation (until amended or repealed as provided by law).

3. Bylaws. The bylaws of Ecke, as in effect on the Effective Date, shall be and shall remain (until amended or repealed as provided by law) its bylaws.

3. Directors and Officers. The directors and officers of Ecke from and after the Effective Date (until changed in accordance with applicable law and the articles of incorporation and bylaws of Ecke) shall be:

Directors: Andrew A. Higgins and Steven E. Rinehart

Officers: President/CEO - Andrew A. Higgins
Secretary - Steven E. Rinehart
Chief Financial Officer - Leslie Morgan

4. Effect of Merger on Outstanding Shares.

(a) Ecke. The shares of Ecke outstanding on the Effective Date shall not be changed or converted as a result of the Merger but shall remain outstanding as shares of Ecke.

(b) Fides. On the Effective Date, each issued and outstanding common share of Fides shall be deemed cancelled without consideration.

(b) Dummen. On the Effective Date, each issued and outstanding common share of Dummen shall be deemed cancelled without consideration.

5. Stockholder Approval. Each party acknowledges that Parent has, or will as soon as practicable, take the necessary action to approve this Agreement.

6. Surrender of Share Certificates. After the Effective Date, all outstanding certificates evidencing common shares of Fides and Dummen shall be surrendered to the appropriate agent and endorsed to show their cancellation pursuant to the merger.

7. Effective Date. The Constituent Corporations shall each take or cause to be taken all such actions, or do or cause to be done all such things, as are necessary, proper, or advisable under the laws of the States of California and Washington to make effective the Merger provided in this Agreement, subject, however, to receipt of any required approval by outstanding shares of any party in accordance

with California and Washington law and subject also to compliance with all other applicable laws. Unless this Agreement shall be terminated in accordance with its provisions, each Constituent Corporation agrees to use its best efforts, subject to the foregoing conditions, to take or cause to be taken all actions as set forth above. Upon compliance with applicable laws and upon receipt of any required approval of the outstanding shares of either party, a copy of this Agreement with an officers' certificate of each Constituent Corporation as required by Section 1103 of the California Corporations Code shall be filed in the office of the California Secretary of State. The Merger shall become effective upon the later of (a) such filing or (b) October 1, 2013. The date on which the Merger becomes effective is referred to in this Agreement as the "Effective Date." Appropriate Articles of Merger shall also be filed in the office of the Secretary of State of Washington as required by Washington law.

8. Termination or Abandonment. This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Date by the mutual consent of the respective boards of directors of the Constituent Corporations.

9. Other Provisions.

(a) Governing Law. This Agreement and Plan of Merger shall be governed by the laws of California applicable to contracts made and to be performed in California.

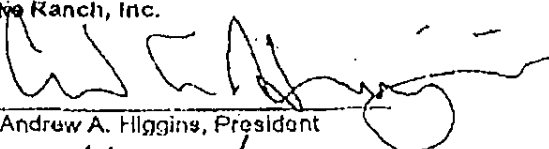
(b) Entire Agreement. This Agreement contains the entire agreement of the parties to this Agreement, supercedes any prior written or oral agreements between them concerning the subject matter contained in this Agreement.

(c) Counterparts and Electronic Signatures. This Agreement may be executed in any number of counterparts and as executed shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one agreement. Transmittal and receipt of an electronic or facsimile copy of this Agreement with electronic or facsimile signature(s) shall be binding on all of the parties, with the original executed Agreement signature pages to be subsequently delivered via regular mail. Failure to deliver or receive an original signature copy shall have no effect on the binding and enforceable nature of this Agreement.

(d) Further Assurances. From time to time as may be requested Ecker, Fidas and Dummen each shall execute and deliver all such documents and instruments and take all such action as Ecker may request in order to vest or evidence the vesting in Ecker of title to and possession of all rights, properties, assets, and business of Fidas and Dummen, or otherwise to carry out the full intent and purpose of this Agreement.

IN WITNESS WHEREOF, Fidas, Dummen and Ecker have caused this Agreement and Plan of Merger to be executed as of the day and year first above written.

Ecker Ranch, Inc.

By 
Andrew A. Higgins, President

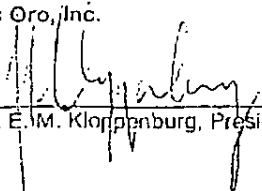
and

By 
Steven E. Rinehart, Secretary

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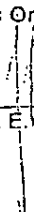
Fides Oro, Inc.

By


H. E. M. Kloppenburg, President

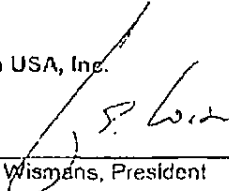
and

By


Mark Schermer, Secretary

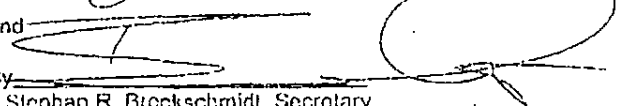
Dunimon USA, Inc.

By


Perry Wismans, President

and

By

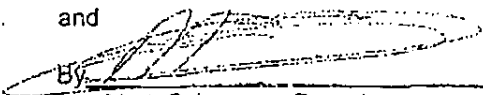

Stephan R. Brockschmidt, Secretary

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Fides Oro, Inc.

By _____
H. E. M. Kloppenburg, President

and

By  _____
Mark Schermer, Secretary

Dummen USA, Inc.

By _____
Perry Wismans, President

and

By _____
Stephan R. Brockschmidt, Secretary

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CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

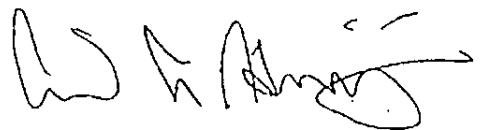
ECKE RANCH, INC. a California Corporation

Andrew A. Higgins and Steven E. Rinehart certify that:

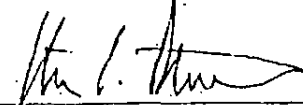
1. They are the President and Secretary, respectively, of ECKE RANCH, INC. a California Corporation.
2. The principal terms of the Agreement and Plan of Merger in the form attached were duly approved by the board of directors and by the shareholders of the Corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 1.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: September 12, 2013



Andrew A. Higgins, President



Steven E. Rinehart, Secretary

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CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

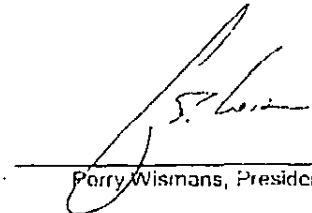
DUMMEN USA, INC. a Washington Corporation

Perry Wismans and Stephan R. Brockschmidt certify that:

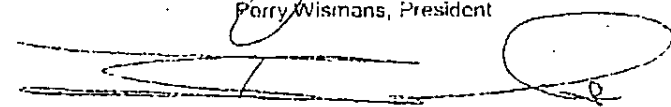
1. They are the President and Secretary, respectively, of DUMMEN USA, INC. a Washington Corporation.
2. The principal terms of the Agreement and Plan of Merger in the form attached were duly approved by the board of directors and by the shareholders of the Corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 4000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: September 12, 2013



Perry Wismans, President



Stephan R. Brockschmidt, Secretary

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CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

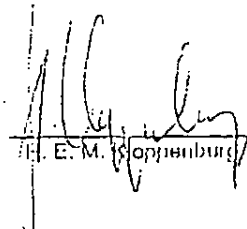

FIDES ORO, INC. a California Corporation

H. E. M. Kloppenburg and Mark Schermer certify that:

1. They are the President and Secretary, respectively, of FIDES ORO, INC. a California Corporation.
2. The principal terms of the Agreement and Plan of Merger in the form attached were duly approved by the board of directors and by the shareholders of the Corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 1000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: September 12, 2013


H. E. M. Kloppenburg, President

Mark Schermer, Secretary

A0746259

CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

FIDES ORO, INC. a California Corporation

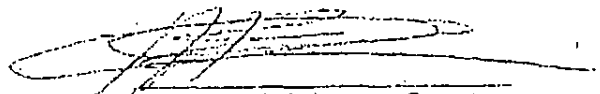
H. E. M. Kloppenburg and Mark Schermer certify that:

1. They are the President and Secretary, respectively, of FIDES ORO, INC. a California Corporation.
2. The principal terms of the Agreement and Plan of Merger in the form attached were duly approved by the board of directors and by the shareholders of the Corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 1000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: September 12, 2013

H. E. M. Kloppenburg, President



Mark Schermer, Secretary