

G15694

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

600002379336--1

-12/22/97--01097--001

*****35.00 *****35.00

600002379336--1

-12/22/97--01097--002

*****35.00 *****35.00

600002379336--1

-12/22/97--01097--003

*****52.50 *****52.50

Deerfield Equipment Corp.

merging up to into:

Deerfield Timber Investors, Inc.

FILED
97 DEC 22 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12/30/97

☐ Profit
☐ NonProfit
☐ Limited Liability Co.

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious Name Filing

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12-22-97
VS DEC 23 1997

Merger

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DIVISION OF CORPORATION

Thanks,
Jeff

G15694

ARTICLES OF MERGER
Merger Sheet

MERGING:

DEERFIELD EQUIPMENT CORP., a Delaware corporation not qualified in
Florida

INTO

DEERFIELD TIMBER INVESTORS, INC., a Florida corporation, G15694

File date: December 22, 1997, effective December 30, 1997

Corporate Specialist: Velma Shepard

FILED

97 DEC 22 PM 12:06

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER
of
Deerfield Equipment Corp.
(a Delaware corporation)
with and into
Deerfield Timber Investors, Inc.
(a Florida corporation)

EFFECTIVE DATE

12/30/97

Pursuant to the Florida Business Corporation Act and the Delaware General Corporation Law, Deerfield Timber Investors, Inc., a Florida corporation ("DTI"), and Deerfield Equipment Corp., a Delaware corporation ("DEC"), hereby submit these Articles of Merger:

1. A copy of the Plan of Merger (the "Plan"), with respect to the merger of DEC with and into DTI, is attached to these Articles of Merger as Exhibit "A" and is incorporated herein.

2. The effective date of the Merger is December 30, 1997.

3. The Plan was approved by the sole shareholder of DEC on December 19, 1997.

4. The Plan was approved by the sole shareholder of DTI on December 19, 1997.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed in their respective names by their duly authorized officers this 19th day of December, 1997.

Deerfield Equipment Corp.

Deerfield Timber
Investors, Inc.

By: Jerome Siegel

Name: Jerome Siegel
Title: Executive Vice
President

By: Jerome Siegel

Name: Jerome Siegel
Title: Executive Vice
President

Exhibit A

AGREEMENT AND PLAN OF MERGER
of
Deerfield Equipment Corp.
(a Delaware corporation)
with and into
Deerfield Timber Investors, Inc.
(a Florida corporation)

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into this 19th day of December, 1997, by and between Deerfield Timber Investors, Inc., a Florida corporation ("DTI"), and Deerfield Equipment Corp., a Delaware corporation ("DEC") (and hereinafter collectively referred to as the "Constituent Corporations").

WITNESSETH:

WHEREAS, DTI is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1000 Osborne Street, St. Marys, Georgia; and

WHEREAS, DEC is a corporation organized and existing under the laws of the State of Delaware, with its principal office at 1209 Orange Street, Wilmington, Delaware; and

WHEREAS, DTI, a Florida corporation, owns all of the authorized and outstanding capital stock of DEC; and

WHEREAS, the laws of the States of Florida and Delaware permit a merger of a corporation into another corporation; and

WHEREAS, the respective Boards of Directors and sole Shareholder of each of the Constituent Corporations have deemed it advisable to merge DEC with and into DTI (the "Merger"), and have approved the Merger on the terms and conditions hereinafter set forth in accordance with the laws of the States of Florida and Delaware which permit such a merger;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements, covenants and conditions hereinafter contained, and for the purpose of stating the terms and conditions of the Merger, the manner of carrying the same into

effect, and such other details and provisions as are deemed desirable, the Constituent Corporations have agreed and do hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

ARTICLE I

On the Effective Date, as defined in Article X below, the Merger shall become effective, at which time the separate existence of DEC shall cease and DEC shall be merged, pursuant to Section 607.1107 of the Florida Business Corporation Act and pursuant to the Delaware General Corporation Act, with and into DTI, which shall continue its corporate existence and be the corporation surviving the Merger (the "Surviving Corporation").

ARTICLE II

The Surviving Corporation shall be governed by the laws of the State of Florida. On the Effective Date, the Articles of Incorporation of DTI as filed with the Secretary of State of the State of Florida shall be the Articles of Incorporation of the Surviving Corporation. The purposes and powers of the Surviving Corporation shall be as set forth in the Articles of Incorporation of DTI until further amended in the manner provided by law.

ARTICLE III

On the Effective Date, the existing Bylaws of DTI shall be the Bylaws of the Surviving Corporation, until the same shall thereafter be altered, amended or repealed in accordance with applicable law, the Articles of Incorporation and said Bylaws.

ARTICLE IV

On the Effective Date, the persons who are the directors and officers of DTI immediately prior to the Merger's becoming effective shall be the directors and officers of the Surviving Corporation. If on the Effective Date, a vacancy exists, it may thereafter be filled in the manner provided by the Bylaws of the Surviving Corporation.

ARTICLE V

The manner of carrying into effect the Merger shall be as follows:

1. On the Effective Date, each issued and outstanding share of DEC common stock and each share of DEC common stock then held in the treasury of DEC shall cease to be outstanding, be canceled and retired, and no payment shall be made nor other consideration paid with respect thereto; and
2. Each issued and outstanding share of DTI common stock shall remain issued and outstanding after the Effective Date and the Merger shall have no effect on any shares of DTI common stock that are authorized or outstanding.

ARTICLE VI

At such time as the Merger becomes effective, title to all of the assets of DEC shall be vested in DTI without reversion or impairment and DTI shall thenceforth be responsible for all of the liabilities and obligations of DEC. Any proceeding pending against DEC may be continued as if the merger did not occur or the Surviving Corporation may be substituted in its place.

ARTICLE VII

Prior to and from and after the Effective Date, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate or desirable to vest in said Surviving Corporation, according to the terms hereof, the title to any property or rights of DEC, the last acting officers of DEC, or the corresponding officers of the Surviving Corporation, shall and will execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement.

ARTICLE VIII

On the Effective Date, all of the assets, liabilities, reserves and accounts of the Constituent Corporations shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of said Constituent Corporations, subject to such adjustments or eliminations of intercompany items as may be appropriate giving effect to the Merger.

ARTICLE IX

Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by either of the Constituent Corporations by appropriate resolution of any of the Boards of Directors at any time prior to the Effective Date of the Merger.

ARTICLE X

This Agreement and Articles of Merger incorporating the terms of this Agreement shall be filed and recorded in accordance with the laws of the States of Florida and Delaware as soon as practicable after the last approval by the sole Shareholders and the Boards of Directors of the Constituent Corporations. The Merger shall become effective on December 30, 1997 (the "Effective Date").

ARTICLE XII

This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, each of the Constituent Corporations have caused this Agreement to be signed in its corporate name by its duly authorized officer all as of the date first above written.

Deerfield Equipment Corp.,
a Delaware corporation

By: Jerome Siegel
Jerome Siegel
Executive Vice President

Deerfield Timber
Investors, Inc.,
a Florida corporation

By: Jerome Siegel
Jerome Siegel
Executive Vice
President