

H30171

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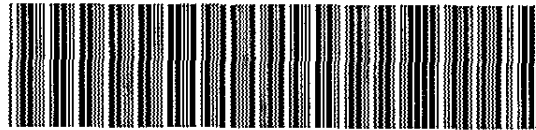
(Business Entity Name)

(Document Number)

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02 DEC 30 PM 4:06  
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
02 DEC 30 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/30/02  
merger  
sf

ARTICLES OF MERGER  
Merger Sheet

MERGING:

AGRICULTURAL LAND DEVELOPMENT, INC., AN OHIO CORP., P04026

INTO

**OCALA BEDROCK, INC.**, a Florida entity, H30171

File date: December 30, 2002

Corporate Specialist: Susan Payne



UCC FILING & SEARCH SERVICES, INC.  
526 East Park Avenue  
Tallahassee, Florida 32301  
(850) 681-6528

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December 30, 2002

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Ocala Bedrock, Inc. into Agricultural Land Development, Inc.

**Filing Evidence**

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**ARTICLES OF MERGER  
OF  
OCALA BEDROCK, INC., a Florida Corporation,  
With  
AGRICULTURAL LAND DEVELOPMENT, INC., an Ohio Corporation**

FILED  
02 DEC 30 PM 4: 21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between **OCALA BEDROCK, INC.**, a Florida corporation ("OB") and **AGRICULTURAL LAND DEVELOPMENT, INC.**, an Ohio corporation ("ALD").

Under §607.1105 of the Florida Business Corporation Act (the "Act"), OB and ALD adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated December 30th, 2002 ("Plan of Merger"), between OB and ALD was approved and adopted by the shareholders of OB on December 30th, 2002 and was adopted by the shareholders of ALD on December 30th, 2002.
2. Under the Plan of Merger, all issued and outstanding shares of ALD's stock will be acquired by means of a merger of ALD into OB with OB the surviving corporation ("Merger").
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.
4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands on December 30th, 2002.

ATTEST:

(Corporate Seal)

**OCALA BEDROCK, INC.**,  
a Florida Corporation

By:   
Darryl C. Lanker, President

(Corporate Seal)

**AGRICULTURAL LAND  
DEVELOPMENT, Inc.**,  
a Florida Corporation

By:   
Darryl C. Lanker, President

## PLAN OF MERGER

Merger between OCALA BEDROCK, INC., (the "Surviving Corp.") and AGRICULTURAL LAND DEVELOPMENT, INC., (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §607.1101 *et seq.* of the Florida Business Corporation Act (the "Act").

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp., in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, all of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for 100 shares of OCALA BEDROCK, INC. common stock in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

5. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Secretary of State and Effective Date. On the Closing, as provided in the Agreement of Merger of which this Plan is a part, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles.

7. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

8. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands on December 30th, 2002.

ATTEST:

(Corporate Seal)

OCALA BEDROCK, INC.,  
a Florida Corporation

By:   
Darryl C. Lanker, President

(Corporate Seal)

AGRICULTURAL LAND DEVELOPMENT,  
INC.,  
an Ohio Corporation

By:   
Darryl C. Lanker, President