

H67719

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9. Credits DEC 31 2007

Sunotake Research

Requester's Name

Address

City/State/Zip

Phone #

656-5454

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. White Rose Holdings, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



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Certificate of Status

NEW FILINGS



Profit



Not for Profit



Limited Liability



Domestication



Other

AMENDMENTS



Amendment



Resignation of R.A., Officer/Director



Change of Registered Agent



Dissolution/Withdrawal



Merger

OTHER FILINGS



Annual Report



Fictitious Name

REGISTRATION/QUALIFICATION



Foreign



Limited Partnership



Reinstatement



Trademark



Other

Examiner's Initials

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>White Rose Holdings, Inc.</u>	<u>Florida</u>	<u>H67719</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Merrygro Farms, Inc.</u>	<u>Florida</u>	<u>J30856</u>

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DIVISION OF CORPORATIONS
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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 2007 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - **(COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/27/07 and shareholder approval was not required.


Sixth: Adoption of Merger by **merging** corporation(s) **(COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 12/27/07 and shareholder approval was not required.

(Attach additional sheets if necessary)

Typed or Printed Name of Individual & Title



Andre Raab, President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated this 27th day of December, 2007 made by and between WHITE ROSE HOLDINGS INC., a Florida corporation (hereinafter referred to as "Surviving Company"), and MERRYGRO FARMS, INC., a Florida corporation (hereinafter referred to as the "Merged Company").

WITNESSETH:

WHEREAS, the Board of Directors of each of the parties hereto deem it advisable and generally to the welfare of said parties and their respective members that Merged Company should be merged into Surviving Company, and that Surviving Company merge the Merged Company into itself, as authorized by the Statutes of the State of Florida, under and pursuant to the terms and conditions hereinafter set forth; and

WHEREAS, Merged Company, by its Articles of Incorporation filed in the office of the Secretary of State of Florida on August 28, 1986, has an authorized total number of shares of capital stock issued by the corporation shall be 100 shares having a par value of \$1.00 per share.

WHEREAS, Surviving Company, by its Articles of Incorporation filed in the office of the Secretary of State of Florida on July 23, 1985, has an authorized total number of shares of capital stock issued by the corporation shall be 100 shares having a par value of \$1.00 per share.

NOW, THEREFORE, the parties to this Agreement, by and between themselves and their respective Board of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that the Merged Company shall merge itself into Surviving Company and that Surviving Company shall merge the Merged Company into itself pursuant to the provisions of the laws of the State of Florida, and do hereby agree upon and prescribed the terms and conditions of said merger and the mode of carrying the same into effect as follows:

ARTICLE I

Merged Company shall be and is hereby merged into Surviving Company, and Surviving Company shall and it does hereby merge the Merged Company into itself. Surviving Company shall be the Surviving Company and shall be governed by the laws of the State of Florida, which state shall be its domicile.

As of the effective date of the merger, the Articles of Incorporation of Surviving Company shall serve as the Articles of Incorporation of the Surviving Company, until altered or amended as therein provided and as provided by law.

As of the effective date of the Merger, the Board of Directors shall be the Board of Directors

of the Surviving Company to wit: Andre Raab, 34135 Cardinal Lane, Eustis, FL 32736.

ARTICLE II

Every share of stock of Merged Company outstanding on the merger date shall, by virtue of the merger and without further action on the part of the holder, become one (1) Subsequent Issue share of stock of the membership interest of the Surviving Company. As soon as practical after the merger date, each holder of a certificate or certificates representing outstanding membership units of Merged Company shall be entitled, upon surrender of such certificate or certificates, to receive in exchange therefor a certificate or certificates representing the aggregate number of whole Subsequent Issue membership stock of the Surviving Company into which the membership stock of Merged Company theretofore represented by such certificate or certificates shall have been converted pursuant to this Article.

ARTICLE III

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) Until altered, amended or repealed as therein provided, the By-Laws of Surviving Company as it shall exist on the effective date of this Agreement shall be the By-Laws of the Surviving Company.

(b) The first annual meeting of the Members of the Surviving Company to be held after the date when this merger becomes effective shall be the annual meeting provided or to be provided by the By-Laws thereof.

(c) The first regular meeting of the Board of Directors of the Surviving Company to be held after the date when this merger becomes effective may be called or may convene in the manner provided in the By-Laws of the Surviving Company and may be held at the time and place specified in the notice of meeting.

(d) The Surviving Company shall pay all expenses of carrying this Agreement of Merger into effect and of accomplishing the merger.

(e) Neither of the parties hereto shall issue or sell, or issue rights to subscribe to, any membership units or shall declare any dividends or distributions prior to the effective date of the merger.

(f) Neither of the parties hereto shall incur, prior to the effective date of the merger, any obligations not within the express contemplation of this Agreement, whether by contract or otherwise, except pursuant to existing agreements and arrangements and except in the ordinary course of business, nor dispose of any material portion of its business or property.

(g) Upon the date when this merger shall become effective the separate existence of Merged Company shall cease and Merged Company shall be merged into Surviving Company in

accordance with the provisions of this Agreement. Surviving Company shall possess all the rights, privileges and powers of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of each of the parties to this Agreement, and all and singular, the rights, privileges, powers and franchises of each of the parties, and all property, real, personal and mixed, and all debts due to each of said parties shall be vested in the Surviving Company; and all property, rights, and privileges and powers, and all and every other interest, shall be thereafter as effectually the property of the Surviving Company as they were of the respective constituent parties, and the title to any real estate, whether by deed or otherwise, vested in any of the said parties hereto, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of any of said parties hereto, shall be preserved unimpaired, and all debts, liabilities and duties of Merged Company shall thenceforth attach to the said Surviving Company and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

(h) If at any time the Surviving Company shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in said parties, according to the terms hereof, the title to any property or rights of Merged Company, the proper officers and directors of Merged Company shall and will execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in the Surviving Company, and otherwise to carry out the purposes of this Agreement of Merger.

ARTICLE IV

The Surviving Company shall have the right to amend, alter, change or repeal any provisions contained in this Agreement which may be contained in the Articles of Incorporation of a company organized under the laws of the State of Florida in the manner now and hereafter prescribed by said laws, and all rights conferred upon members herein are granted subject to this reservation.

ARTICLE V

(a) Upon the approval of this Agreement and the merger contemplated herein by the members of the constituent companies in accordance with the laws of the State of Florida, an original of this Agreement shall be filed with the Secretary of State of the State of Florida.

(b) Upon the approval of this Agreement by the Secretary of State of the State of Florida and the payment of all fees and taxes required by the laws of the State of Florida, this merger shall be effective on December 31, 2007.

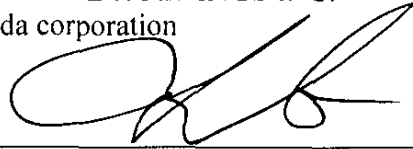
ARTICLE VI

In order to facilitate the filing and recording of this Agreement, the same may be simultaneously executed in several counterparts, each of which as executed shall be deemed to be an original; and such counterparts shall together constitute one and the same instrument.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to authority duly given by its respective Board of Directors, have caused this Agreement to be executed by duly authorized officers and their respective corporate seals affixed hereto.

“SURVIVING COMPANY”

WHITE ROSE HOLDINGS INC.
a Florida corporation

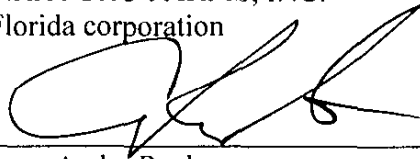


(Seal)

Name: Andre Raab
As Its: Director

“MERGED COMPANY”

MERRYGRO FARMS, INC.
a Florida corporation



(Seal)

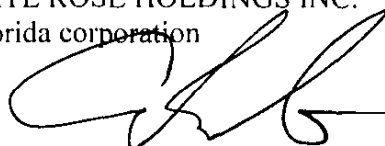
Name: Andre Raab
As Its: Director

**CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER BY THE
BOARD OF DIRECTORS OF
WHITE ROSE HOLDINGS INC.**

I, ANDRE RAAB, Director of WHITE ROSE HOLDINGS INC., a Florida corporation, existing under the laws of the State of Florida, hereby certify, as such Board of Directors and under the seal of said company, that the Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said company by duly authorized officer thereof and after having been signed by at least a duly authorized member of MERRYGRO FARMS, INC., a Florida corporation existing under the laws of the State of Florida, and after the approval by resolution of such Agreement of Merger by the Board of Directors of this company, was duly submitted to the Board of Directors of this company, in accordance with the laws of the State of Florida; that by Action by Written Consent Without a Meeting the holders of all of the outstanding membership units of the company voted in favor of said Agreement of Merger; and that the Agreement of Merger was duly adopted as the act of the Board of Directors of WHITE ROSE HOLDINGS INC., and as the act of said company.

WITNESS my hand and the seal of WHITE ROSE HOLDINGS INC., this 28 day of December, 2007.

WHITE ROSE HOLDINGS INC.
a Florida corporation

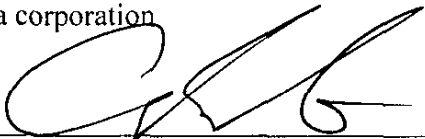
By: 
Name: ANDRE RAAB
As Its: Director

**CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER BY THE
BOARD OF DIRECTORS OF
MERRYGRO FARMS, INC.**

I, Andre Raab, Director of MERRYGRO FARMS, INC., a Florida corporation existing under the laws of the State of Florida, hereby certify, as such Director and under the seal of said company, that the Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said company by duly authorized officer thereof and after having been signed by at least a duly authorized Director of WHITE ROSE HOLDINGS INC., a Florida corporation existing under the laws of the State of Florida, and after the approval by resolution of such Agreement of Merger by the Board of Directors of this company. was duly submitted to the Directors of this company, in accordance with the laws of the State of Florida; that by Action by Written Consent Without a Meeting the holders of all of the outstanding shares of stock of the company voted in favor of said Agreement of Merger; and that the Agreement of Merger was duly adopted as the act of the Directors of MERRYGRO FARMS, INC., and as the act of said company.

WITNESS my hand and the seal of MERRYGRO FARMS, INC., this 28 day of December 2007.


MERRYGRO FARMS, INC.
a Florida corporation

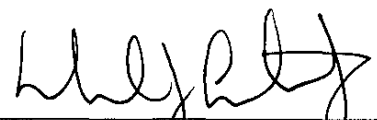
By: 
Name: _____
As Its: Director

EXECUTION BY CORPORATE OFFICERS


The foregoing Agreement of Merger having been executed by a unanimous vote of the Board of Directors of MERRYGRO FARMS, INC. and the Board of Directors of WHITE ROSE HOLDINGS INC., each party hereto and having been adopted separately by the Board of Directors of WHITE ROSE HOLDINGS INC. and Board of Directors of MERRYGRO FARMS, INC. in accordance with the laws of the State of Florida, and that fact having been certified by the Board of Directors of each party hereto, the Board of Directors of each party to said Agreement of Merger do now and hereby execute the said Agreement under the seals of their respective companies, by authority of their respective Board of Directors, as the respective act, deed and agreement of each of the companies on this 28 day of December, 2007.

ATTEST:



Name: Peter A. Hilaro


Name: David J. Labovitz

WHITE ROSE HOLDINGS INC.
a Florida corporation

By: 
Name: ANDRE RAAB
As Its: President

MERRYGRO FARMS, INC.,
a Florida corporation

By: 
Name: ANDRE RAAB
As Its: President

STATE OF FLORIDA
COUNTY OF ORANGE

On this 28 day of December, 2007, before me the undersigned, a Notary Public in and for the State of Florida, personally appeared Andre Raab, known to be the President and Director of WHITE ROSE HOLDINGS INC., a Florida corporation existing under the laws of the State of Florida, and acknowledged to me that he has executed the foregoing instrument in his capacity as an officer of said company as the free act, deed and agreement of said company.

IN WITNESS WHEREOF, I have set my hand and seal of office the day and year aforesaid.



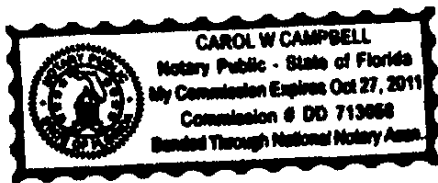
Carol W Campbell
Notary Public

My Commission Expires:

STATE OF FLORIDA
COUNTY OF ORANGE

On this 28 day of December, 2007, before me the undersigned, a Notary Public in and for the State of Florida, personally appeared Andre Raab, known to be the President and Director of MERRYGRO FARMS, INC., a Florida corporation existing under the laws of the State of Florida, and acknowledged to me that he has executed the foregoing instrument in his capacity as an officer of said company as the free act, deed and agreement of said company.

IN WITNESS WHEREOF, I have set my hand and seal of office the day and year aforesaid.



Carol W Campbell
Notary Public

My Commission Expires:

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: WHITE ROSE HOLDINGS, 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:

David J. Labovitz, Esq.
(Contact Person)

Railey & Harding, P.A.
(Firm/Company)

20 N. Eola Drive
(Address)

Orlando, FL 32801
(City/State and Zip Code)

For further information concerning this matter, please call:

David J. Labovitz At (407) 648-9119
(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