

# J27650

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H12000009731 3)))



H120000097313ABCX

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.**  
Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1515

**\*\*Enter the email address for this business entity to be used for annual report mailings. Enter only one email address please.**

Email Address: \_\_\_\_\_

FILED  
2012 JAN 11 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE  
STILLMEADOW FARM, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	12
Estimated Charge	\$60.00

RECEIVED

12 JAN 11 AM 8:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help **J. BRYAN**

JAN 13 2012

**EXAMINER**  
1/11/2012

**ARTICLES OF MERGER**

OF

**STILLMEADOW FARM, INC.**

(a Florida corporation)

WITH AND INTO

**STILLMEADOW FARM, LLC**

(a Connecticut limited liability company)

**FILED**  
2012 JAN 11 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


It is hereby certified this 11th day of January, 2012, on behalf of the merging entities herein named, as follows:

1. The names of the merging entities are Stillmeadow Farm, LLC, a Connecticut limited liability company (hereinafter referred to as "CT LLC"), and Stillmeadow Farm, Inc., a Florida corporation (hereinafter referred to as "FL Corp").
2. The Agreement and Plan of Merger has been duly authorized and approved by the shareholders of FL Corp in accordance with the provisions of Chapter 607 of the Florida Statutes and its organizational documents.
3. The Agreement and Plan of Merger has been duly authorized and approved by the sole member of CT LLC, the surviving entity, in accordance with the applicable provisions of the Connecticut General Statutes and its organizational documents.
3. The merger shall become effective upon January 11, 2012.
4. The name of the surviving entity shall be "Stillmeadow Farm, LLC."
5. The principal office of CT LLC, the surviving entity, is 116 Al Harvey Road, Stonington, CT 06378.
6. The surviving entity hereby consents to service of process in the State of Florida in any proceeding for enforcement of any obligation of FL Corp or the rights of dissenting shareholders, as well as for enforcement of any obligation of the surviving entity; and hereby irrevocably appoints the Secretary of the State of the State of Florida as its agent to accept service of process in any such proceeding. The address to which a copy of such process shall be mailed by the Secretary of the State of the State of Florida is: Wiggin and Dana LLP, Attn: Karen Clute, Esquire, 265 Church Street, New Haven, Connecticut 06510.
7. The surviving entity has agreed to promptly pay to the dissenting shareholders of FL Corp the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes.

IN WITNESS WHEREOF, CT LLC and FL Corp have caused these Articles of Merger to be executed by their duly authorized representatives as of the date first above written and hereby declare, under the penalties of false statement, that the statements made in the foregoing are true.


STILLMEADOW FARM, LLC

By:

  
Pamela Brewster  
Member

STILLMEADOW FARM, INC.

By:

  
Pamela Brewster  
President and Chief Executive Officer

FILED  
2012 JAN 11 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AGREEMENT AND PLAN OF MERGER**

BETWEEN

**STILLMEADOW FARM, LLC**  
(a Connecticut limited liability company)

AND

**STILLMEADOW FARM, INC.**  
(a Florida corporation)

FILED  
2012 JAN 11 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Agreement and Plan of Merger is made and entered into on the 8<sup>th</sup> day of January, 2012, by and between **Stillmeadow Farm, LLC**, a Connecticut limited liability company (hereinafter referred to as "CT LLC"), and **Stillmeadow Farm, Inc.**, a Florida corporation (hereinafter referred to as "FL Corp"). CT LLC and FL Corp are sometimes referred to collectively herein as the "Merging Entities" or individually as a "Merging Entity."

**WITNESSETH:**

**WHEREAS**, CT LLC is a limited liability company organized and existing under the laws of the State of Connecticut, its Articles of Organization having been filed in the Office of the Connecticut Secretary of State on the 23rd day of December, 2011; and

**WHEREAS**, FL Corp is a corporation organized and existing under the laws of the State of Florida, its Certificate of Incorporation having been filed with the Florida Department of State on the 7th day of August, 1986, and its reinstatement having been filed with the Florida Department of State on the 21st day of October, 2009; and

**WHEREAS**, the Board of Directors of FL Corp and the sole member of CT LLC have deemed it advisable for the mutual benefit of each Merging Entity that FL Corp be merged with and into CT LLC in accordance with the applicable laws of the States of Connecticut and Florida, with CT LLC being the surviving entity; and

**NOW THEREFORE**, the Merging Entities agree that FL Corp shall be merged with and into CT LLC under the following terms and conditions:

1. **Effect of Merger.** FL Corp shall merge with and into CT LLC, with CT LLC being the surviving entity. As of the Effective Date (as defined below), the separate existence of FL Corp shall cease and CT LLC shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises, of a public nature, of the Merging Entities and all property, real, personal and mixed, and all debts due on whatever account and all other choses in action and all and every other interest, of or belonging to or due to each Merging Entity shall be taken and transferred to and vested in CT LLC without further act or deed, and the title to any real estate, or any interests herein vested in any of such entities shall not revert or be in any way impaired by reason of such merger.

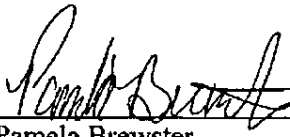
2012 JAN 11 AM 8:29  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

2. Name. The name of the surviving entity shall be "Stillmeadow Farm, LLC" as of the Effective Date (as defined below).
3. Effective Date. The effective date of the merger shall be the filing of each of the Articles of Merger with the Connecticut Secretary of State and the Florida Department of State (the "**Effective Date**").
4. Articles of Organization. The Articles of Organization of CT LLC shall continue in full force and effect on and after the Effective Date until amended as provided therein.
5. Conversion of Stock. As of the Effective Date, all capital stock of FL Corp shall cease to be outstanding and all certificates, if any, shall be canceled and returned and shall cease to exist. In exchange for each share of capital stock of FL Corp which is surrendered, Pamela Brewster, the sole shareholder of FL Corp and the sole member of CT LLC, shall receive an interest in CT LLC such that she owns 100% of the interest of CT LLC. CT LLC hereby agrees to promptly pay to dissenting shareholders of FL Corp the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes.
6. Operating Agreement. The Operating Agreement of CT LLC, as in effect immediately before the Effective Date, shall be and continue to be, from and after the Effective Date, the Operating Agreement of CT LLC until amended as provided therein.
7. Principal Office. The principal place of business of CT LLC as of the Effective Date shall remain at 116 Al Harvey Road, Stonington, CT 06378.
8. Articles of Merger. In accordance with the laws of the State of Connecticut and the State of Florida, the Merging Entities shall execute Articles of Merger in the forms of **Exhibit A-1** and **Exhibit A-2** attached hereto, each of which shall be filed with the Connecticut Secretary of State and the Florida Department of State respectively.
9. Entire Agreement. This Agreement and Plan of Merger constitutes the entire agreement between the parties and supersedes and cancels any other agreement, representation or communication, whether oral or written, between the parties hereto relating to the transactions contemplated herein or the subject matter hereof.
10. Governing Law. This Agreement and Plan of Merger shall be governed by and construed and enforced in accordance with the applicable laws of the States of Connecticut and Florida.

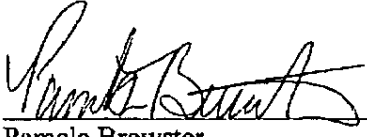
*[Signature Page Follows]*

IN WITNESS WHEREOF, CT LLC and FL Corp have caused this Agreement and Plan of Merger to be executed by their duly authorized representatives as of the date first above written.

STILLMEADOW FARM, LLC

By:   
Pamela Brewster  
Member

STILLMEADOW FARM, INC.

By:   
Pamela Brewster  
President and Chief Executive Officer

FILED  
2012 JAN 11 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Exhibit A-1

CONNECTICUT ARTICLES OF MERGER

FILED  
2012 JAN 11 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**

OF

**STILLMEADOW FARM, INC.**  
(a Florida corporation)

WITH AND INTO

**STILLMEADOW FARM, LLC**  
(a Connecticut limited liability company)**FILED**  
2012 JAN 11 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

It is hereby certified this 11th day of January, 2012, on behalf of the merging entities herein named, as follows:

1. The names of the merging entities are Stillmeadow Farm, LLC, a Connecticut limited liability company (hereinafter referred to as "CT LLC"), and Stillmeadow Farm, Inc., a Florida corporation authorized to transact business in Connecticut under the name "Stillmeadow Farm I, Inc." (hereinafter referred to as "FL Corp").
2. The merger shall become effective upon January 11, 2012.
3. The name of the surviving entity shall be "Stillmeadow Farm, LLC."
4. The Agreement and Plan of Merger has been duly authorized and approved by the sole shareholder and sole director of FL Corp and the sole member of CT LLC, the surviving entity, in accordance with (i) the provisions of Section 34-194 of the Connecticut General Statutes and (ii) the applicable organizational documents of each of the merging entities.
5. The Agreement and Plan of Merger is on file at the principal place of business of CT LLC, the surviving entity, at 116 Al Harvey Road, Stonington, CT 06378.
6. CT LLC, the surviving entity, shall furnish a copy of the Agreement and Plan of Merger on request and without cost to any person holding an interest in any entity that is a party to the merger.

*[Signature Page Follows]*

IN WITNESS WHEREOF, CT LLC and FL Corp have caused these Articles of Merger to be executed by their duly authorized representatives as of the date first above written and hereby declare, under the penalties of false statement, that the statements made in the foregoing are true.

STILLMEADOW FARM, LLC

STILLMEADOW FARM, INC.

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

Pamela Brewster  
Member

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

Pamela Brewster  
President and Chief Executive Officer

FILED

2012 JAN 11 AM 8:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Exhibit A-2

FLORIDA ARTICLES OF MERGER

FILED

2012 JAN 11 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**

OF

**STILLMEADOW FARM, INC.**  
(a Florida corporation)

WITH AND INTO

**STILLMEADOW FARM, LLC**  
(a Connecticut limited liability company)**FILED**  
2012 JAN 11 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

It is hereby certified this 11th day of January, 2012, on behalf of the merging entities herein named, as follows:

1. The names of the merging entities are Stillmeadow Farm, LLC, a Connecticut limited liability company (hereinafter referred to as "**CT LLC**"), and Stillmeadow Farm, Inc., a Florida corporation (hereinafter referred to as "**FL Corp**").
2. The Agreement and Plan of Merger has been duly authorized and approved by the shareholders of FL Corp in accordance with the provisions of Chapter 607 of the Florida Statutes and its organizational documents.
3. The Agreement and Plan of Merger has been duly authorized and approved by the sole member of CT LLC, the surviving entity, in accordance with the applicable provisions of the Connecticut General Statutes and its organizational documents.
3. The merger shall become effective upon January 11, 2012.
4. The name of the surviving entity shall be "Stillmeadow Farm, LLC."
5. The principal office of CT LLC, the surviving entity, is 116 Al Harvey Road, Stonington, CT 06378.
6. The surviving entity hereby consents to service of process in the State of Florida in any proceeding for enforcement of any obligation of FL Corp or the rights of dissenting shareholders, as well as for enforcement of any obligation of the surviving entity; and hereby irrevocably appoints the Secretary of the State of the State of Florida as its agent to accept service of process in any such proceeding. The address to which a copy of such process shall be mailed by the Secretary of the State of the State of Florida is: Wiggin and Dana LLP, Attn: Karen Clute, Esquire, 265 Church Street, New Haven, Connecticut 06510.
7. The surviving entity has agreed to promptly pay to the dissenting shareholders of FL Corp the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes.

IN WITNESS WHEREOF, CT LLC and FL Corp have caused these Articles of Merger to be executed by their duly authorized representatives as of the date first above written and hereby declare, under the penalties of false statement, that the statements made in the foregoing are true.

STILLMEADOW FARM, LLC

STILLMEADOW FARM, INC.

By:

\_\_\_\_\_  
Pamela Brewster  
Member

By:

\_\_\_\_\_  
Pamela Brewster  
President and Chief Executive Officer

FILED  
2012 JAN 11 AM 8:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA